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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 209088 154738A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
97 JAN -3 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 3, 1997

ORDER TIME : 9:04 AM

ORDER NO. : 209088-005

CUSTOMER NO: 154738A

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-01/03/97--01066--018
****122.50 ****122.50

CUSTOMER: J. Jeffrey Schattner, Esq
J. JEFFREY SCHATTNER, P.A.

Suite 114
100 South Pine Island Road
Plantation, FL 33324

DOMESTIC FILING

NAME: TOM PROCTOR RACING
STABLE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS: _____

JAN - 3 1996

ARTICLES OF INCORPORATION

OF

TOM PROCTOR RACING STABLE, INC.

FILED

97 JAN -3 PH 2: 29

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: ***TOM PROCTOR RACING STABLE, INC.***

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - PRE-EMPTIVE RIGHT

Every shareholder, upon the sale in cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: **J. Jeffrey Schattner, P.A.
100 S. Pine Island Rd., Suite 114
Ft. Lauderdale, FL 33324
Phone (954) 236-2240 FAX (954) 236-2340
Fla Bar No.: 143925**

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

14625 Shotgun Rd., Davie, Florida 33325

and the name of the initial Registered Agent of this corporation at that address is:

Thomas F. Proctor

The address of the principal office is:

14625 Shotgun Rd., Davie, Florida 33325

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

**Thomas F. Proctor
14625 Shotgun Rd., Davie, Florida 33325**

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

**Thomas F. Proctor
14625 Shotgun Rd., Davie, Florida 33325**

ARTICLE VIII - INDEMNIFICATION

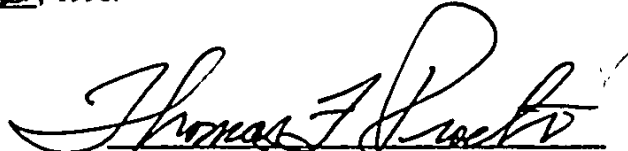
This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX

This corporation reserves the right to amend or repeal provisions contained in these

Articles of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, this 28 day of December 1996.


Thomas F. Proctor
SUBSCRIBER

STATE OF Florida)

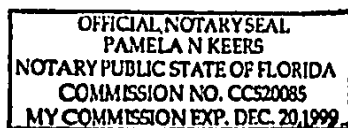
COUNTY OF Broward)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared **Thomas F. Proctor**, known to me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 28th day of Dec., 1996.


Notary Public

My Commission Expires:



DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State
Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers
and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

TOM PROCTOR RACING STABLE, INC.

a corporation organized (or organizing) under the laws of the State of Florida with its principal
office at:

14625 Shotgun Rd., Davie, Florida 33325

and has named **Thomas F. Proctor**

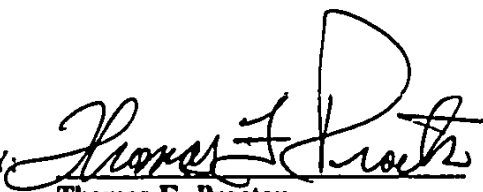
14625 Shotgun Rd., Davie, Florida 33325

State of Florida, as its agent to accept Service of Process within this State.

<u>OFFICER</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
Thomas F. Proctor	President Secretary	14625 Shotgun Rd. Davie, FL 33325

DIRECTORS:

Thomas F. Proctor	Director	14625 Shotgun Rd. Davie, FL 33325
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BY: 
Thomas F. Proctor
CORPORATE OFFICER


ACCEPTANCE:

FILED

I agree, as Registered Agent, to accept Service of Process; to keep open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in office as required by law.

97 JAN -3 PH 2:30

66857/Service
TALLAHASSEE, FLORIDA


Thomas F. Proctor