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WHELAN & COX
Certified Public Accountants

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American Institute of
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Secretary of State of Florida
Division of Corporations
Tallahassee, Florida 32314

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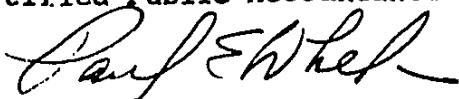
Gentlemen:

On behalf of our clients, Ms. Patricia Rich and Mr. William Turner, we are enclosing his check in the amount of \$122.50 and the Articles of Incorporation of:

TURNER RACING STABLES, INC.

Please provide our client with a certified copy of these articles at your earliest convenience. Please mail to the corporation address indicated in the articles.

Sincerely,
Whelan & Cox
Certified Public Accountants



Paul E. Whelan C.P.A.

FILED
97 MAR 13 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3/19/97

ARTICLES OF INCORPORATION

OF

TURNER RACING STABLES, INC.

FILED

97 MAR 13 PM 12:27

SECRET
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation under the Florida General Corporations Act, does hereby adopt the following Articles of Incorporation:

First: The name of the corporation is

TURNER RACING STABLES, INC.

Second: The corporation is to have perpetual existence.

Third: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

Fourth: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares, having \$1.00 par value each.

Fifth: The street address of the initial registered office of the corporation and the name of its initial registered agent at such address is:

**PATRICIA A. RICH
13499 BISCAYNE BLVD. STE 1009
NORTH MIAMI, FLORIDA 33181**

Sixth: The number of directors constituting the initial board of directors of the corporation is two. The name and address of the persons who are to serve as members of the initial board of directors are:

**PATRICIA A. RICH
13499 BISCAYNE BLVD. STE 1009
NORTH MIAMI, FLORIDA 33181**

**WILLIAM H. TURNER
13499 BISCAYNE BLVD. STE 1009
NORTH MIAMI, FLORIDA 33181**

Seventh: The name and address of the incorporator is:

PATRICIA A. RICH
13499 BISCAYNE BLVD. STE 1009
NORTH MIAMI, FLORIDA 33181

WILLIAM H. TURNER
13499 BISCAYNE BLVD. STE 1009
NORTH MIAMI, FLORIDA 33181

Eighth: The address of the corporation is:

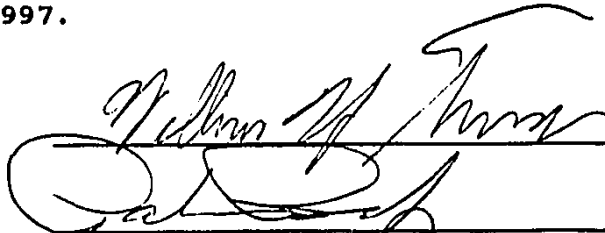
13499 BISCAYNE BLVD. STE 1009
NORTH MIAMI, FLORIDA 33181

IN WITNESS WHEREOF, the parties hereto have set their hands and
seals this 10th of March, 1997.

STATE OF FLORIDA:

:SS

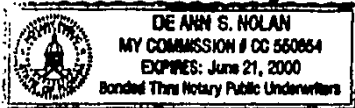
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COUNTY OF DADE :

BE IT REMEMBERED, that on this day personally appeared before the
undersigned authority, PATRICIA A. RICH and WILLIAM H. TURNER,
parties to the foregoing Articles of Incorporation, known to be
such, and upon her and his oath acknowledged the above Articles
of Incorporation to be the act and deed of the signers, and that
the facts therein are truly set forth.


Done this 10th day of MARCH, 1997, in Miami, Florida.




NOTARY PUBLIC

My commission expires: June 21, 2000

The undersigned agrees to act as Registered Agent of TURNER
RACING STABLES, INC., as per the foregoing Articles of
Incorporation.


Registered Agent

Dated: MARCH 10, 1997