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MIAMI, FLORIDA 33125

(305) 644-1800

PLEASE REPLY TO:

EMERALD LAKE OFFICE

April 10, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-04/14/97--01146--014
*****70.00 *****70.00

RE: Homeister Racing Stables, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Homeister Racing Stable, Inc.

Also enclosed is this firm's check number 6826 in the amount of Seventy (\$70.00) Dollars, for your filing fee.

Please return a certified copy of the Articles of Incorporation to our office in the self-addressed, stamped envelope, that has been enclosed for your convenience.

If you have any questions regarding this matter, please contact my office.

Thank you for your attention to this matter.

**SIGNED FOR MR. FARBSTEIN
IN HIS ABSENCE TO
PREVENT DELAY**

BEN I. FARBSTEIN

BIF/JMG

cc: Rosemary Homeister
Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

Homeister Racing Stable, Inc.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

Homeister Racing Stables, Inc.

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is as follows:

- a. To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporations. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved, or any right or interest herein.
- b. To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.
- c. To carry on in any capacity any business or trade deemed legal in the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- d. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- e. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- f. To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida.
- g. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- h. To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.
- I. To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.
- j. To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers hereinabove set forth, except where otherwise specified in this Article, shall be in otherwise limited or restricted by references to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, each share having a par value of ONE (1.00) DOLLAR, said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence effective upon filing.

ARTICLE VI - ADDRESS

This initial street address of the principal office of this Corporation is to be at: 2649 Sabal Palm, Miramar, Florida, 33023.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

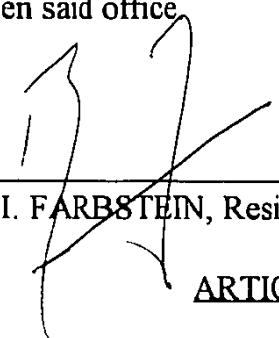
ARTICLE VII - RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Rosemary Homeister, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 2649 Sabal Palm, Miramar, Florida, 33023, has named Ben I. Farbstein, located at 3109 Stirling Road, Suite 101, Broward County, Fort Lauderdale, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



BEN I. FARBSTEIN, Resident Agent

ARTICLE VIII - DIRECTORS

The Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Rosemary Homeister
2649 Sabal Palm
Miramar, Florida 33023

ARTICLE X - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefor are as follows:

Rosemary Homeister, 251 shares, \$ 251.00
2649 Sable Palm
Miramar, Florida 33023

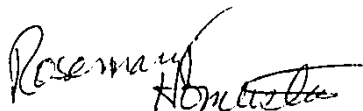
ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective on date of filing.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7 day of April, 1997.



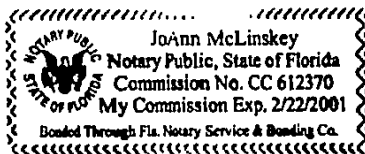
Rosemary Homeister (Seal)

I HEREBY CERTIFY that on this date, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments Rosemary Homeister, personally known by me (or produced D. Licens as identification) to be the person described in and who executed the foregoing and who acknowledged before me that same was executed freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal on this 8 day of April, 1997.

JoAnn McLinskey
NOTARY PUBLIC, State of Florida

My Commission Expires:



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TALLAHASSEE, FLORIDA