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RALPH F. MILES
ATTORNEY AT LAW

201 EAST SECOND STREET
HIALEAH, FLORIDA 33010

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May 13, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 AM 10:12

FLORIDA DEPT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

RE: JOHN S. PREGMAN, JR., THOROUGHBRED RACING STABLE, INC.

ATTN: NEW CORPORATIONS

600002179716--6
-05/15/97--01044--020
****122.50 ****122.50

Dear Sir:

I am enclosing the original and one copy of Certificate of Incorporation for JOHN S. PREGMAN, JR. THOROUGHBRED RACING STABLE, INC., together with my check in the amount of \$122.50.

Please forward to this office the Charter for this Corporation.

Thank you for your attention in this matter.

Yours very truly,


Ralph F. Miles

RFM:hp
encl.

D. BROWN MAY 20 1997

CERTIFICATION OF INCORPORATION
OF
JOHN S. PREGMAN, JR. THOROUGHBRED RACING STABLE, INC.

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The undersigned is desirous of becoming a Corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

I.

The Name of the Corporation shall be: JOHN S. PREGMAN, JR. THOROUGHBRED
RACING STABLE, INC.

II.

(a) The general nature of the business and the objects and purposes to be transacted and carried on, are to engage in all types of arrangements pertaining to Horse Racing; Training of Race Horses, Raising, Buying, Selling, Leasing and Breeding, and to operate as a Trainer, Owner, engaging in and operating a Horse Racing Stable.

(b) Further, to acquire, buy, hold, own, maintain and/or develop any and all types of real estate; to otherwise deal in all types of real estate necessary and pertinent in carrying out the operation of a Horse Racing Stable and Operation. To alter or maintain buildings and improvements; buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as a broker or agent for leasing and management of horses, and personal property and for negotiating loans thereon. To draw, accept or endorse or discount; buy and deliver bills of exchange, promissory notes, bonds and other instruments of whatever nature; to issue on commission, subscribe for, take, acquire, hold, vote, exchange and deal in shares of stock, bonds, obligations or securities or any government authority, individual or corporation, domestic or foreign, permitted by the Laws of the State of Florida.

(c) To purchase, hold, sell and re-issue the shares of its own capital Stock.

(d) To engage in, carry on and do all acts, pursuits and business which the corporation powers and objects may necessitate.

(e) To loan and borrow money.

(f) To make and perform contracts and to carry on its business or for the purpose of attaining or furthering any of its objects.

shares of stock shall be non-accessable and contain rights of preemption. All of said stock may be paid for in cash, property, labor or services at a just valuation fixed by the Board of Directors.

IV.

The amount of capital with which this Corporation shall commence business shall be the sum of FIVE HUNDRED DOLLARS (\$500.00).

V.

This Corporation shall have a perpetual existance unless and until it shall be determined that pursuant and in accordance with the procedure as set forth by law, the corporatin shall undergo dissolution.

VI.

This Corporation shall not be limited to in the number of locations of offices or places of business, and shall have the power to establish offices and places of busines within or without the State of Florida, and within any of the States of the United States, as may be necessary and convenient. RALPH F. MILES is designated Registered Agent for this Corporation, at 201 E. 2nd Street, Hialeah, Florida 33010. the Principal Place of Business is 810 N.E. 26 AVE., HALLANDALE, FL. 33009-2939.

VII.

The name and post office address of the Directors of this Corporation, who shall until successors are elected and have qualified pursuant to law, hold office subject and in accordance with provisions of Articles of Incorporation and By-Laws applicable thereto, are:

JOHN S. PREGMAN, JR. 810 N.E. 26 AVE., HALLANDALE, FL. 33009-2939.

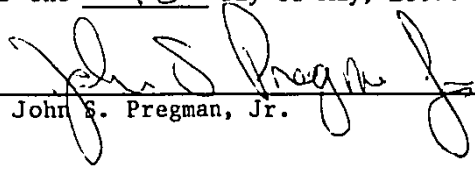
The name and post office address of the subscribers and number of shares of Stock which each agrees to take, as follows:

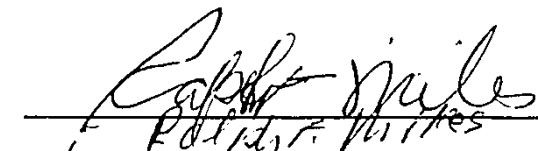
JOHN S. PREGMAN, JR. 810 N.E. 26 AVE. 100 SHARES of STOCK
HALLANDALE, FL 33009-2939

VIII.

The Corporation reserves the right to amend, alter, change and repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by Statute, and all rights, conferred upon stockholder herein are

The undersigned being the original subscriber to the capital stock hereinbefore named for the purpose of forming this Corporation, to do business within and without the State of Florida, makes, subscribes and acknowledges and files this certificate; hereby declaring and certifying that the facts herein stated are true and he does respectfully agree to take the shares of stock hereinbefore set forth and accordingly sets his hand and seal, on this the 13th Day of May, 1997.


John S. Pregman, Jr.


Hughla B. Pelley
Witnesses to Signature Hughla B. Pelley

STATE OF FLORIDA

COUNTY OF DADE

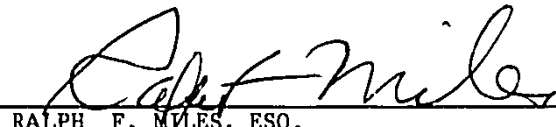
BE IT REMEMBERED that on this 13th Day of May, 1997, personally appeared JOHN S. PREGMAN, JR., before me, a Notary Public for the State of Florida, being a party to the foregoing Certificate of Incorporation, known to me personally, to be such and he acknowledged the said certificate to be his act and deed and that the facts therein set forth are true and correct.



HUGHLA B. PELLEY
MY COMMISSION # CC422765 EXPIRES
November 22, 1998
BONDED THRU TROY FAHN INSURANCE, INC.


Notary Public

I HEREBY ACCEPT the Office of Registered Agent for the above named Corporation.


RALPH F. MYLES, ESQ.
201 E. 2nd Street, Hialeah, FL 33010
FLA BAR # 054878 TEL # (305) 888 3446

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