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CONTACT PERSON: Deborah Schroder

CERTIFICATE OF GOOD STANDING

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COMPANY	ACCOUNT NO. : 072100000032
	REFERENCE: 522740 7116511
	AUTHORIZATION: Poticina.
	COST LIMIT: \$ 122.50
ORDER DATE	: September 9, 1997
ORDER TIME	: 10:04 AM
ORDER NO.	: 522740-010
CUSTOMER NO	D: 7116511
CUSTOMER:	Ms. Gale Brock B. PAUL KATZ, ESQ
97 SEP -9 AH II: 38 DIVISION OF CORPORATION	Atrium Suite 7000022883972 1 Florida Park Drive South Palm Coast, FL 32137
97 SEP -9 AM II: 38 VISION OF CORPORATIO	DOMESTIC FILING PS T
97 SE OIVISION	E: LEPRECHAUN RACING MANAGEMENT, INC. EFFECTIVE DATE: CLES OF INCORPORATION
	EFFECTIVE DATE:
	CLES OF INCORPORATION TIFICATE OF LIMITED PARTNERSHIP
PLEASE RET	URN THE FOLLOWING AS PROOF OF FILING:
XX CE	RTIFIED COPY

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EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

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LEPRECHAUN RACING MANAGEMENT, INCALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

LEPRECHAUN RACING MANAGEMENT, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is the management of race horse business, and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the 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 whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock at \$1.00 par value each. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation is 3705 N.W. 130th Avenue, Ocala, FL 34482. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is, 3705 N.W. 130th Avenue, Ocala, FL 34482.

ARTICLE VI. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders. The initial Director and Officer of the Corporation shall be as follows:

<u>Title</u>	Name	Address
President	MICHAEL MULLIGAN	3705 N.W. 130th Ave. Ocala, FL 34482
Vice-President/ Secretary/Treasurer	BRITT WADSWORTH	3705 N.W. 130th Ave. Ocala, FL 34482

ARTICLE VII. INCORPORATORS

The name and address of each incorporator executing these Articles of Incorporation are as follows:

Name Address

B. PAUL KATZ Atrium Suite, 1 Florida Park Dr., South Palm Coast, Florida 32137

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be B. Paul Katz, Esquire, Atrium Suite, 1 Florida Park Drive South, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.

Incorporator

STATE OF FLORIDA COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared B. PAUL KATZ to me personally known to be the person(s) described as incorporator(s) in and who executed the foregoing Articles of Incorporation, and acknowledged before me that (t)he(y) subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this **8th** day of **September**, 1997.

E. GALE BROCK
MY COMMISSION # C0329673 EXPIRES
November 11, 1997
BOMDED THRU TROY FAN INSURANCE, INC.

Notary Public, State of Florida at

My commission expires:

CERTIFICATE OF LEPRECHAUN RACING MANAGEMENT, INC., DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT THE UNDERSIGNED INCORPORATOR, DESIRING TO ORGANIZE OR QUALIFY THE ABOVE REFERENCED CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 3705 N.W. 130th Avenue, Ocala, FL 34482, HAS NAMED B. PAUL KATZ, LOCATED AT ATRIUM SUITE, 1 FLORIDA PARK DRIVE SOUTH, PALM COAST, FLORIDA 32137, AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

TNCORPORATOR

DATE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

REGISTERED AGENT

DATE: Frestender 1997