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TALLAHASSEE, FLORIDA

March 3, 1998

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Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: VICTORY THOROUGHBREDS, INC.

Dear Sir:

We have enclosed the original Articles of Incorporation along with one copy. We have also enclosed a check for \$131.25 for the filing fee, designation of registered agent, certified copy fee of the articles and the certificate.

Upon completion, please forward copies of the documents to our office.

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to call our office.

Very truly yours,

  
IRWIN J. WEINER

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encs.

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ARTICLES OF INCORPORATION  
of  
VICTORY THOROUGHBREDS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the corporation is Victory Thoroughbreds, Inc.

ARTICLE II  
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III  
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office, if known, and the mailing address of the corporation is 4251 SE 219th Avenue, Morriston, Florida 32668.

ARTICLE V  
CAPITAL STOCK

The corporation is authorized to issue 100 shares, all of one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

ARTICLE VI  
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered office and agent of this corporation is:

- (A) Registered Agent: IRWIN J. WEINER
- (B) Registered Office: 50 SE First Avenue  
Ocala, FL 34471

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

MARION W. LEWIS  
4251 SE 219th Avenue  
Morrison, FL 32668

GAIL LEWIS  
4215 SE 219th Avenue  
Morrison, FL 32668

ARTICLE VIII  
INCORPORATOR

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

MARION W. LEWIS  
4215 SE 219th Avenue  
Morrison, FL 32668

ARTICLE IX  
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to these Articles, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 6 day of March, 1998.


  
MARION W. LEWIS

STATE OF FLORIDA )  
COUNTY OF MARION )

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

BEFORE ME, a notary public duly authorized take  
acknowledgements in the state and county set forth above,  
personally appeared MARION W. LEWIS, known to me and known by me to  
be the person who executed the foregoing Articles and acknowledged  
to me that he executed the same freely and voluntarily.

WITNESS my hand and official seal this 6 day of March,  
1998.

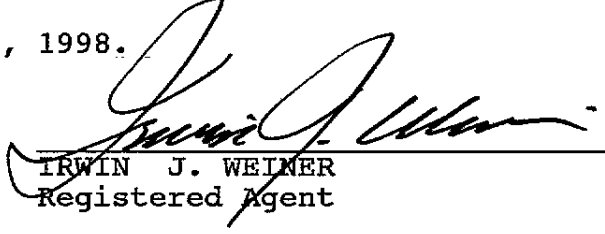
  
Notary Public, State of Florida  
My Commission Expires:

SHARON B. HOHENBERG  
Notary Public - State of Florida  
My Commission Expires Jul 16, 2001  
Commission # CC664547

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as the registered agent for the above  
corporation for the purpose of accepting service of process at the  
registered office designated in the Articles of Incorporation, I  
accept such appointment and am familiar with and accept the  
obligations provided for in §607.325, Florida Statutes.

DATED this 6<sup>th</sup> day of March, 1998.

  
IRWIN J. WEINER  
Registered Agent

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