

P98000035585



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 787224 7116511

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 122.50

ORDER DATE : April 20, 1998

ORDER TIME : 10:11 AM

ORDER NO. : 787224-005

CUSTOMER NO: 7116511

CUSTOMER: B. Paul Katz, Esq
B. PAUL KATZ, ESQ

Atrium Suite
1 Florida Park Drive South
Palm Coast, FL 32137

000002493120--6

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 12:13

DOMESTIC FILING

NAME: BLOODSTOCK INTERNATIONAL
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED
98 APR 20 AM 0:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

BLOODSTOCK INTERNATIONAL MANAGEMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 12:13

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:

BLOODSTOCK INTERNATIONAL 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 1341 San Tropez Circle, #1109, Weston, FL 33326. 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, 1341 San Tropez Circle, #1109, Weston, FL 33326.

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>	<u>Name</u>	<u>Address</u>
President	MINDY POWELL-HODGES	1341 Tropez Circle 1109
Sec./Treas.		Weston, FL 33326

ARTICLE VII. INCORPORATORS

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

<u>Name</u>	<u>Address</u>
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, Post Office Box 351399, Palm Coast, Florida 32135-1399, 1 Florida Park Drive South, Atrium Suite, Palm Coast, FL 32137, to accept service of process within this State as to this corporation.


Incorporator

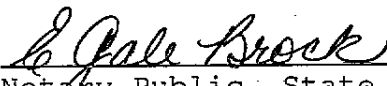
STATE OF FLORIDA
COUNTY OF FLAGLER

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 13th day of April, 1998.



E Gale Brock
My Commission CC895121
Expires November 11, 2001

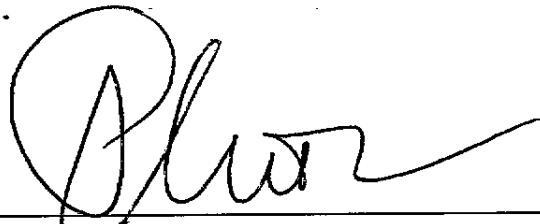

Notary Public, State of Florida at
Large
My commission expires:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 12:14

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

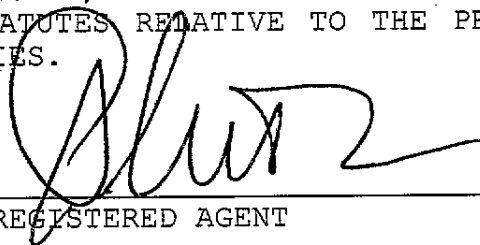
FIRST: THAT THE UNDERSIGNED INCORPORATOR, DESIRING TO
ORGANIZE OR QUALIFY THE ABOVE REFERENCED CORPORATION UNDER THE LAWS
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
1341 San Tropez Circle, West, FL 33326, HAS NAMED B. PAUL KATZ,
LOCATED AT ATRIUM SUITE, 1 FLORIDA PARK DRIVE SOUTH, PALM COAST,
FLORIDA 32137, AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.



INCORPORATOR

DATE: 4-13-98

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: 4-13-98