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ANTHONY SCRIMA
P. O. Box 1723
Winter Park, Florida 32790
(407) 425-4615

April 21, 1998

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

FILED
98 APR 22 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the Articles of Incorporation for **SCRIMA STABLES & ASSOCIATES, INC.**, hereby submitted for filing under Section 607.164, Florida Statutes. A check in the amount of \$122.50 is enclosed to cover the following fees and taxes:

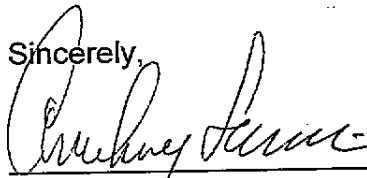
Corporate Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Certificate of Registered Agent	35.00
	<u>\$122.50</u>

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-04/22/98--01097--009
***122.50 ***122.50

EFFECTIVE DATE
4-20-98

Please send the certified copy of the Articles of Incorporation to the registered office. If you should require any additional information, please contact the undersigned.

Sincerely,


Anthony Scrima

DAP/dkd
Enclosures

CB
4-22-98
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EFFECTIVE DATE
4-20-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SCRIMA STABLES & ASSOCIATES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is **SCRIMA STABLES & ASSOCIATES, INC..**

The address of the principal office of this corporation shall be 68 South Ivanhoe Blvd., Orlando, Florida 32804.

ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - NATURE OF BUSINESS

The general purpose for which this corporation is organized shall be to purchase and develop thoroughbred horses, and provide all related services.

This corporation may engage or transact in any or all lawful activities or business authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a \$.10 par value per share.

ARTICLE V - INITIAL REGISTERED OFFICE & REGISTERED AGENT

The initial street address of the registered office of this corporation in the State of Florida will be 68 South Ivanhoe Blvd., Orlando, Florida. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is David A. Pollock. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial number of Directors of this corporation shall be one.

The number of Directors may be increased or decreased from time to time by the By-Laws as adopted by the stockholders, but shall never be less than one.

The names and street addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until his/her successor is elected or appointed and has qualified are:

Anthony Scrima
P. O. Box 1723
Winter Park, Florida 32790


ARTICLE VII - AMENDMENT TO ARTICLES

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

ARTICLE VIII - INDEMNIFICATION

This corporation may indemnify any officer or director, or any former officer or director to the full extent permitted by law.

IN WITNESS THEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida this 20 day of April, 1998.

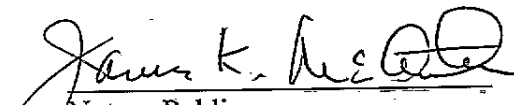

Anthony Scrima

STATE OF FLORIDA,
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Anthony Scrima, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the county and State last aforesaid this 20th day of April, 1998.

James K McArthur
Commission CC707323
Expires January 11, 2002


Notary Public
My Commission Expires:

Having been named as Registered Agent 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 to the proper and complete performance of my duties.


David A. Pollock

FILED

98 APR 22 AM 9:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA