SION OF CORPORATIONS (((H98000011194 1)))

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: THOROUGHBRED WORLD, INC.

AUDIT NUMBER...... H98000011194

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 4 $_{\mathbf{FAX}}^{\mathbf{z}}\left(\mathcal{U}\right)$

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June 16, 1998

EMPIRE

SUBJECT: THOROUGHBRED WORLD, INC.

REF: W98000013831

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan Document Specialist FAX Aud. #: H98000011194 Letter Number: 098A00033448

P.P.I.I. 00008PH

AN STATE OF STATE OF

ARTICLES OF INCORPORATION

OF

THOROUGHBRED WORLD, INC.

TO: THE HONORABLE SECRETARY OF THE STATE OF FLORIDA:

The undersigned do make, subscribe, acknowledge and file the following articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE 1.

The name of the corporation shall be:

THOROUGHBRED WORLD, INC.

ARTICLE II.

The general nature of the business to be transacted by the corporation shall be as follows:

To conduct the business of a computerized industry Inc. for the use and benefit of the thoroughbred horse racing business or industry. To be able to utilize all facets of the computer. To use the computer to transmit receive and to have the use and benefits of the computerised word. To further transmit, receive all business and signals that the computer utilizies to continue the business of thoroughbred horse racing sales.

To do all such things as are incidental or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or incidental to the powers herein made or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all powers now, or which may be conferred upon corporations for profit under the laws of the State of Florida, are hereby included and prayed for.

In general, to carry on any other incidental business in connection with the foregoing and to have and exercise all the powers conferred by the Laws of Florida puon corporations of this character.

ARTICLE 111.

The maximum number of shares of stock which this corporation may issue at this time shall be One Hundred (100) Shares, each share to be of one dollar par value, all of which shares to be issued fully paid and non-assessable. The capital stock of this corporation may be paid in lawful money of the United States or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors.

Prepared By:
Ralph F. Miles, Esq.
FL Bar No.:054878
201 East 2nd Street
Hisleab, FL 33010

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ARTICLE IV.

The amount of which this corporation shall begin business shall be five Hundred (\$500.00) Dollars.

ARTICLE V.

The existence of the corporation shall be perpetual.

ARTICLE VI.

The principal office and place of business of this corporation shall be: 201 East 2nd Street, Hialeah, Florida 33010 with the pricilege of establishing other offices and places of business throughout the State of Florida and other states and foreign countries.

ARTICLE V11

The number of directors of this corporation shall be one or more.

ARTICLE V111

The name and post office address of the director who, subject to the ByLaws, has been selected to hold office until his successor is elected and has been qualified, is as follows:

HARRY E. McCABE, President-Director 7101 West Anthony Road Ocala, Florida 34479

KENNETH L. PATT, Treasurer 12100 North U. S. 27 Ocala, Florida 33482

ARTICLE 1X

The name and address of the subscribers to the Certificate who agree to take stock as as follows:

HARRY E. McCABE 7101 West Anthony Road Ocala, Florida 34479 60 SHARES (\$300.00)

KENNETH L. PATT 12100 North U. S. 27 Ocala, Florida 33482 40 SHARES (\$200.60)

ARTICLE X.

The name and registered office of the Registered Agent is:

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RALPH F. MILES, ESQ. 201 East Second Street Higlesh, Florida 33010

ARTICLE XI.

The regulation of the business and the conduct of the affairs of the corporation, and the provisions creating or limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders, including provisions governing the issuance of stock certificates (provided such provisions are not contrary to the laws of this State) shall be controlled by the By-Laws which shall be adopted by the corporation within sixty (60) days after this corporation shall have been formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation for the uses and purposes aforesaid.

HARRY E MCCABE

Semeth L. PATT L.S

STATE OF FLORIDA:

COUNTY OF

BEFORE ME, the undersigned authority, this day personally appeared, HARRY E. McCABE and KENNETH L. PATT, who, being first duly sworn, on oath deposes and say that they are the persons describef and who executed the foregoing Articles of Incorporation as subscribers thereto, and acknowledged before me, according to Law, that they made and subscribed the same for the purposes therein set forth.

SWORN TO AND SUBSCRIBED BEFORE ME, at Ocale County, Florida, this & day of Quee, 1998.

, Marion

('... 00.

My Commission expires: 5-5 2000

GYNTHE, L. ALTHAN
STATE OF FLORIDA
COM EXP MAY 8, 2000
COM #CCSS7851

PERSONALLY KNOWN BY ME

PERSONALLY KNOWN BY ME
PRODUCED I.D.

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The undersigned, RALPH F. MILES, does hereby certifies that he is the Registered Agent for THOROUGHBRED WORLD, INC., a Florida Corporation, with his registered office at 201 East 2nd Street, Hialeah, Florida, 33010.

RALPH F. MILES Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared RALPH F. MILES, who being first duly sworn, on oath deposes and says that he is the person who has executed the above acceptance as registered agent for THOROUGHBRED WORLD, INC. with registered office as aforesaid, for the purpose therein set forth.

SS.

SWORN TO AND SUBSCRIBED BEFORE ME, at Miami Springs, Dade County, Florida, this 1740 day of June, 1998.

Notary Public, State of Florida

My Commission Expires:

DEFICIAL NOTARY SEAL LINDA H CARLSON LINDA H CARLSON NUMBER CC432124

MY COMMISSION EXP.

OF THO MY COMMISSION EXP.

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