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LAW OFFICES

SAMUEL R. DANZIGER

PROFESSIONAL ASSOCIATION
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 28 AM 9:53

FILED

January 26, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Sez Who Racing Stable, Inc.
Our File No.: 99-201

500002757715--9
-01/28/99--01076--019
*****78.75 *****78.75

Dear Madam or Sir:

Relative to the above-captioned matter, I enclose herewith for filing original and one copy of Articles of Incorporation. Also enclosed is a check in the amount of \$78.75 for your fee. Please provide us with a stamped filed copy.

Samuel Danziger GAVE
AUTHORIZATION BY PHONE TO
CORRECT Director & Pres. Art III
DATE 2-2-99
DOC. EXAM CB

SRD/cmg
Encl.

Sincerely yours,


SAMUEL R. DANZIGER

CB
2-2-99
5

ARTICLES OF INCORPORATION

OF

SEZ WHO RACING STABLE, INC.

ARTICLE I - NAME

The name of the corporation is : Sez Who Racing Stable, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of fifty (\$.50) cents par value common stock which shall be designated "common shares".

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 19707 Turnberry Way, Tower Suite #4, Aventura, Florida 33180 and the name of the initial registered agent of this corporation and his address is: Richard Simon, 19707 Turnberry Way, Tower Suite #4, Aventura, Florida 33180.

ARTICLE VI - INITIAL
BOARD OF DIRECTORS

This corporation shall have (1) director initially. The number of directors may either increase or diminish from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Pres. Richard Simon

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is: Richard Simon, 19707 Turnberry Way, Tower Suite #4, Aventura, Florida 33180.

ARTICLE VIII - AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 23rd day of January, 1999.


RICHARD SIMON

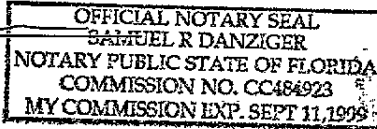
STATE OF FLORIDA :
) SS.
COUNTY OF MIAMI-DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RICHARD SIMON, to me well known to be the persons who executed the foregoing Articles of Incorporation of SEZ WHO RACING STABLE, INC. and acknowledged that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami-Dade County, Florida on this 23 day of January, 1999.

SWORN TO AND SUBSCRIBED before me
this 23rd day of January, 19 99.

[Signature]
NOTARY PUBLIC
State of Florida at Large



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires:

**CERTIFICATE OF 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 SEZ WHO RACING STABLE, INC. is organized and
qualified under the laws of the State of Florida, with its principal place of business
at 19707 Turnberry Way, Tower Suite #4, Aventura, Florida 33180 and has named
Richard Simon, located at 19707 Turnberry Way, Tower Suite #4, Aventura,
Florida 33180 as its Agent to accept Service of Process within Florida.

Signature [Signature]
RICHARD SIMON
Title President
Date 1/23/99

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.

Signature [Signature]
RICHARD SIMON
Date 1/23/99

SWORN TO AND SUBSCRIBED before me
this 23rd day of June, 1999.


NOTARY PUBLIC
State of Florida at Large

OFFICIAL NOTARY SEAL SAMUEL R. DANZIGER NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC484923 MY COMMISSION EXP. SEPT 11, 1999

My Commission Expires: