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ATTORNEYS AT LAW

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May 12, 1999

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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Dear Sirs,

Attached please find original and a copy of the proposed Articles of Incorporation for Thoroughbred Productions, Inc., along with a check for \$78.75 made payable to the Florida Department of State.

Please incorporate this corporation and mail proof thereof to the undersigned, as the attorney for the corporation.

Thanks.

Very truly yours,

JEFFREY SCHWARZ

JAS/lis

FILED
99 MAY 14 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
99 MAY 14 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THOROUGHBRED PRODUCTIONS, INC.

The undersigned acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I; NAME

The name of the corporation is:
THOROUGHBRED PRODUCTIONS, INC.

ARTICLE II; PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III; DURATION

The period of duration for this corporation is perpetual.

ARTICLE IV; CAPITAL STOCK

The aggregate number of shares of which the corporation is authorized to issue is one hundred. Such shares shall be of a single class, and shall have a par value of one hundred dollars per share.

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL PRINCIPAL OFFICE AND AGENT

The initial street address of the initial principal office of the corporation is:

5229 ALTON ROAD, MIAMI BEACH, FLORIDA 33140

The name of the initial registered agent at said address is:

ADAM SCHWARZ

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The number of directors of this corporations shall be ONE . The number of directors may be either increased or decreased or diminished from time to time by the bylaws but never be less than one. The names and addresses of the initial director(s) of this corporation is/are:

ADAM SCHWARZ-5229 ALTON ROAD, MIAMI BEACH, FLORIDA 33140

ARTICLE VIII: INCORPORATORS

The names and addresses of the person(s) signing these articles is/are:

ADAM SCHWARZ-5229 ALTON ROAD, MIAMI BEACH, FLORIDA 33140

IN WITNESS WHEREOF, the undersigned subscriber(s)
has/have subscribed and executed these Articles of
Incorporation this 12 day of MAY, 1991.

X

ADAM SCHWARZ

STATE OF FLORIDA;
COUNTY OF DADE

BEFORE ME, a notary public authorized to take oaths
and acknowledgments in this State and County appeared the
following individual(s):

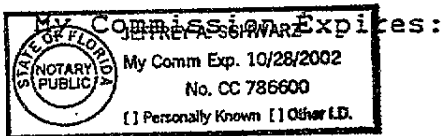
ADAM SCHWARZ

Said individual(s) is/are known to me to be the
person(s) who executed the foregoing Articles of Incorporation
and they acknowledged before me that the Articles of
Incorporation were in fact executed by the above person(s).

IN WITNESS WHEREOF, I have set my hand and affixed my
seal in the aforementioned County and State this 12 day of

May, 1991

NOTARY PUBLIC, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITH THIS STATE, AND NAME OF AGENT UPON
WHOM SUCH PROCESS MAY BE SERVED
THOROUGHBRED PRODUCTIONS, INC.

IN PURSUANCE of Chapter 48.091, Florida Statutes, this
following is submitted, in compliance with said Act:

FIRST: THAT THOROUGHBRED PRODUCTIONS, INC.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation, in the following location:

5229 ALTON ROAD, MIAMI BEACH, FLORIDA 33140

has named the following individual at the below address
agent to accept service of process with this State:

ADAM SCHWARZ
5229 ALTON ROAD
MIAMI BEACH, FLORIDA 33140

ACKNOWLEDGMENT; (Must be by Designated Agent)

Having been named at this time to accept service of
process for the above stated corporation, at the place
designated in this Certificate, I hereby accept to accept to
act in this capacity and agree to comply with the provision of
said Act relative to keeping open said office.

BY; 
REGISTERED AGENT

FILED
99 MAY 14 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA