

CORPORATION INFORMATION  
SERVICES, INC  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0191 FAX

800-342-8086

**L95000000143**

**CSO networks**

MAIL TO  
P.O. BOX 5020  
TALLAHASSEE, FL 32311

ACCOUNT NO. : 07210000007

REFERENCE : 544243 9969A

100001412484  
-02/22/95--01021--022  
\*\*\*\*285.00 \*\*\*\*285.00

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : February 16, 1995

ORDER TIME : 9:56 AM

ORDER NO. : 544243

CUSTOMER NO: 9969A

CUSTOMER: Scott W. Dunlap, Esq  
NORTON MORAN HAMMERSLEY DUNLAP  
GURLEY & LOPEZ, P.A.  
Suite 610  
1819 Main Street  
Sarasota, FL 34237

FILED  
95 FEB 21 PM 1:25  
TALLAHASSEE, FL 32311  
CSO NETWORKS, INC

RECEIVED  
95 FEB 16 AM 10:45  
CORPORATION INFORMATION

DOMESTIC FILING

**L95000000143**

NAME: MAR-RIC INVESTMENTS, L.C.

FILING 250  
R. AGENT 35  
C. COPY         
TOTAL 285  
N. BANK         
BALANCE DUE         
REFUND       

XXX ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: TD

*(reserved by same people, per Caroline Dunlap)*

LAW OFFICES OF  
NORTON, MORAN, HAMMERSLEY, DUNLAP, GURLEY & LOPEZ, P.A.

ANTHONY S. CABRERA  
SCOTT W. DUNLAP\*  
JAMES D. GIBSON  
DAVID B. GURLEY  
PHILIP N. HAMMERSLEY  
NATALIE A. HERRIG\*\*\*  
E. JOHN LOPEZ\*\*  
JOHN A. MORAN  
DAVID D. NEISER  
SAM D. NORTON\*

SARASOTA CITY CENTER  
1819 MAIN STREET  
SUITE 610  
SARASOTA, FLORIDA 34236  
TELEPHONE 813-954-4691  
TELECOPIER 813-954-2128

FORT MYERS OFFICE  
SUN BANK FINANCIAL CENTER  
SUITE 400  
12730 NEW BRITANNY BLVD  
FORT MYERS, FLORIDA 33907  
TELEPHONE 813-936-8622  
TELECOPIER 813-275-1179

\*BOARD CERTIFIED  
REAL ESTATE LAWYER

\*\*BOARD CERTIFIED  
TAX LAWYER

\*\*\*ALSO ADMITTED IN INDIANA

February 15, 1995

2027-1

Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: MAR-RIC INVESTMENTS, L.C.

Dear Sir or Madam:

Enclosed please find an original and duplicate of Articles of Organization for the above-referenced entity. Also enclosed is a check in the amount of \$285.00 made payable to the "Secretary of State" to cover the following items:

Filing Fee	\$250.00
Registered Agent	\$ 35.00

We would appreciate your returning to us the copy of the filed Articles of Incorporation, via CIS Courier.

Very truly yours,

NORTON, MORAN, HAMMERSLEY,  
DUNLAP, GURLEY & LOPEZ, P.A.

by: 

Scott W. Dunlap, for the Firm

SWD:rr\D7\c\Mar-Ric.SOS  
Enclosures  
cc: Mr. Richard Rosenberg

ARTICLES OF ORGANIZATION  
OF  
MAR-RIC INVESTMENTS, L.C.

FILED  
95 FEB 21 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A Limited Liability Company organized under  
Chapter 608, Florida Statutes.

We, the undersigned, being the two initial members of a limited liability company to be formed under the Florida Limited Liability Company Act (the "Act"), hereby adopt these, the following, Articles of Organization:

FIRST: The name of the limited liability company (the "Company") is Mar-Ric Investments, L.C.

SECOND: The duration of the Company's existence shall be thirty (30) years from the date these Articles are filed with the Department of State of the State of Florida, unless earlier terminated as provided in Section EIGHTH of these Articles.

THIRD: The purpose or purposes for which the Company is organized are:

To engage in the transaction of any and all business in which limited liability companies may engage under the provisions of the Act.

FOURTH: The Company's place of business in the State of Florida shall be 395 Interstate Blvd., Sarasota, Florida 34240. The name and address of the Company's initial registered agent shall be: Scott W. Dunlap, Norton, Moran, Hammersley, Dunlap, Gurley & Lopez, P.A., 1819 Main Street, Suite 610, Sarasota, Florida 34236.

FIFTH: The Company's initial capitalization shall be \$ 1,000.00, which shall be in all cash, unless attached hereto as Exhibit "A" shall be a description and agreed value of property other than cash contributed to the capital of the Company.

SIXTH: The Company may, from time to time, place an additional call for capital. In such an instance, no member shall be liable for more or less than his proportionate share of the additional capital.

SEVENTH: Additional members shall be admitted to the Company upon the approval of all then-existing members of the Company and upon such terms and conditions as shall be established by agreement of all then-existing members of the Company.

EIGHTH: The Company shall be dissolved upon the expiration of a fixed period of time, if stated, for the Company's existence or the dissolution, liquidation, insolvency or change in ownership of a corporate member, the bankruptcy, retirement, death or insanity of an individual member; or the resignation, expulsion, or withdrawal of any member; provided, however, that all the remaining members may consent to the continuance of the Company's business notwithstanding the expiration of the fixed period of time, bankruptcy, dissolution, liquidation, insolvency, change in ownership, retirement, death, insanity, resignation, expulsion, or withdrawal of any member. Further, the Company shall be dissolved upon unanimous agreement of all members.

NINTH: The management of the Company shall be vested in the members in proportionate to their contributions to the capital of the Company, as adjusted from time to time. The names and addresses of the members are set forth on Exhibit "B".

TENTH: The members of the Company may enter into an operating agreement to regulate the affairs of the Company; provided, however, that said operating agreement shall not contravene these Articles or the Act.

IN WITNESS WHEREOF, the undersigned, being the two initial members of the Company, for the purpose of forming a limited liability company under the Act, have executed these Articles, this 6<sup>th</sup> day of February, 1995.

CHURCHILL DOWNS REALTY, INC.

By: Janice Walton  
Its: President

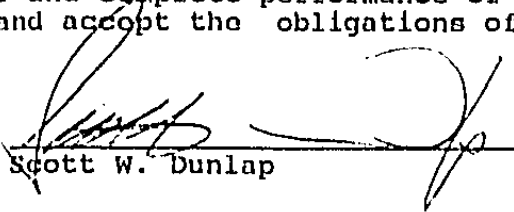
ROSECORP, INC.

By: [Signature]  
Its: President

-mar-ric/art.inc

Having been named as registered agent and to accept service of process at the place designated in the Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

2/14/95  
Date

  
Scott W. Dunlap

FILED  
95 FEB 21 PM 1:25  
TALLAHASSEE, FLORIDA

**EXHIBIT A**

<u>Member</u>	<u>Capital Contribution</u>	<u>Initial Percentage Share</u>	<u>Initial</u>
Churchill Downs Realty, Inc.	\$500.00	50%	50%
Rosecorp, Inc.	\$500.00	50%	50%

EXHIBIT D

Member

Address

Churchill Downs Realty, Inc. 7516 Churchill Downs Road  
Sarasota, Florida 34241

Rosecorp, Inc. 395 Interstate Boulevard  
Sarasota, Florida 34240

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared RICHARD ROSENBERG, as President of Rosecorp, Inc., a Florida corporation, a member of MAR-RIC Investments, L.C., a Florida limited liability corporation, hereinafter referred to as "MAR-RIC", who certifies as follows:

1. MAR-RIC has two members, Rosecorp, Inc., a Florida corporation, and Churchill Downs Realty, Inc., a Florida corporation.

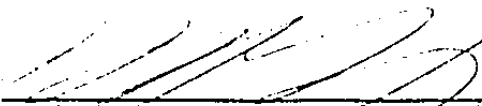
2. The amount of capital contributions to MAR-RIC is \$1,000, each member having contributed \$500. Such contributions are entirely cash, and there are no contributions of property other than cash.

3. The anticipated amount of the capital contributions of the members that are allocated for the purposes of transacting business in Florida is \$1,000 (i.e., the initial contribution herein described) and it is not anticipated that future capital contributions will be required.

This \_\_\_\_\_ day of February, 1995.

FURTHER AFFIANT SAYETH NOT.

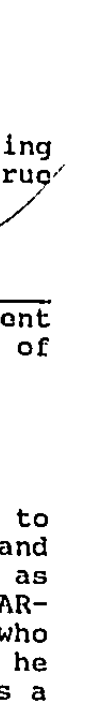
Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

by:   
Richard Rosenberg, as President  
of Rosecorp, Inc., a member of  
MAR-RIC Investments, L.C.

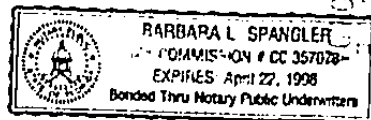
STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Richard Rosenberg, as President of Rosecorp, Inc., a Florida corporation, and a member of MAR-RIC Investments, L.C., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as a member of said limited liability corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20<sup>th</sup> day of February, 1995.

  
Notary Public  
Print Name:  
My Commission Expires:

SWD:bls\d\mar-ric.aff/2027-1



95 FEB 21 PM 1:25  
FILED



**2nd NOTICE:** Limited Liability Company Will Be Dissolved On Or After August 21, 1998. If Dissolved, Minimum Amount Due To Reinstato: \$738.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**143 FILED**  
96 SEP -9 PM 2:40

**FILING FEE \$ 263.75** Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE  
**Make Check Payable To: FLORIDA DEPARTMENT OF STATE**

1. Name and Mailing Address of Limited Liability Company: **DOCUMENT # L95000000143**

MAR-RIC INVESTMENTS, L.C.  
~~395-INTERSTATE-BLVD.~~  
~~SARASOTA-FL-34240-~~

1a. Principal Place of Business Address:  
~~395-INTERSTATE-BLVD.~~  
~~SARASOTA-FL-34240-~~

2. Principal Place of Business: **5973 Cattleman Rd.** (Sarasota, FL 34232)  
 2a. Mailing Address: **5973 Cattleman Rd.** (Sarasota, FL 34232)

3. Date Organized or Qualified: **02/21/1995** 3a. State of Formation: **FL**

4. FEI Number: **65-0558240**  Applied For  Not Applicable

5. Date of Last Report: **1995** 6. Certificate of Status Desired:  \$75 Additional Fee (Required)

7. Name and Address of Current Registered Agent:  
**DUNLAP, SCOTT W**  
**NORTON-MORAN-HAMMERSLEY-DUNLAP-GURLE**  
**1-819-MAIN-ST., STE. 610**  
**SARASOTA-FL-34236-**

8. Name and Address of New Registered Agent:  
 Name: **Dunlap, Scott W. (Same as before)**  
 Street Address (P.O. Box Number is Not Acceptable): **1819 Main Street**  
 Suite, Apt. #, etc.: **Ste 700**  
 City: **Sarasota** FL Zip Code: **34236**

9. Pursuant to the provisions of Sections 608.410 and 608.500, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE: MA DATE: \_\_\_\_\_

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	CHURCHILL DOWNS REALTY	7516 CHURCHILL DOWNS RD.	SARASOTA FL
MGRM	ROSECORP, INC.	<del>395-INTERSTATE-BLVD.</del> 5973 CATTLEMEN LANE	SARASOTA FL

700001951637  
 -09/19/96--01054--001  
 \*\*\*\*738.75 \*\*\*\*738.75

REINSTATEMENT 96 dec

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Richard Rosenberg DATE: 9/4/96 941-371-9800

495000000143



**PORTER, WRIGHT,  
MORRIS & ARTHUR**  
Attorneys & Counselors at Law

One South Main Street  
Suite 1600  
Dayton, Ohio 45402-2028  
Telephone: 937-449-6810  
Facsimile: 937-419-6820  
Nationwide: 800-533-4434

KAREN FERRARO BRUMIT  
LEGAL ASSISTANT  
937-449-6761  
kbrumit@porterwright.com

July 10, 1997

Florida Secretary of State  
Division of Corporations  
Amendment Section  
P. O. Box 6327  
Tallahassee FL 32314

IN RE: Mar-Ric Investments, L.C. - Limited Liability Company Dissolution

Dear Sir/Madam:

300002237433--1  
-07/14/97--01124--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Enclosed herein please find Articles of Dissolution for a Florida Limited Liability Company being filed on behalf of Mar-Ric Investments, L.C. along with a check for \$52.50. We would ask that you file these Articles of Dissolution with your office and return a date-stamped copy to us immediately using the enclosed prepaid self-addressed Federal Express envelope.

Should you encounter any problems with the filing of these Articles of Dissolution, I would ask that you contact the undersigned at 1-800-533-4434. Thank you in advance for your assistance in this matter.

Very truly yours,

PORTER, WRIGHT, MORRIS & ARTHUR

By

Karen F. Brumit, Paralegal

KFB:ksj  
Enclosures

DAYTON/0077589 01

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUL 14 PM 4:04

*Valdis*

JUL 17 1997

**ARTICLES OF DISSOLUTION  
FOR  
A FLORIDA LIMITED LIABILITY COMPANY**

FILED STATE  
SECRETARY OF CORPORATION  
97 JUL 14 PM 4: 01

1. The name of the limited liability company is Mar-Ric Investments, L.C.
2. The effective date of the limited liability company's dissolution is 6/1/97
3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes  
Pursuant to Section 608.441(1)(b), the members are dissolving this limited liability company by written agreement.

4. CHECK ONE :

- All debts, obligations and liabilities of the limited liability company have been paid or discharged.
- OR-
- Adequate provision has been made for the debts, obligations and liabilities pursuant to 608.4421.

5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

6. CHECK ONE :

- There are no suits pending against the company in any court.
- OR-
- Adequate provision has been made for the satisfaction of any judgement, order or decree which may be entered against it in any pending suit.

Signatures of all members:

Signature  
CHURCHILL DOWNS REALTY, INC.  
By Marcia H. Holton  
\_\_\_\_\_  
Marcia H. Holton, President

ROSECORP, INC.  
By [Signature]  
\_\_\_\_\_  
\_\_\_\_\_

Typed or Printed name  
Churchill Downs Realty, Inc.  
By Marcia H. Holton, President  
Marcia H. Holton  
\_\_\_\_\_  
Rosecorp, Inc.  
By RICHARD H. ROSENBERG  
[Signature]  
\_\_\_\_\_