

**FILE NOW: Fee after May 1, will be \$588.75**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		FILED 97 JAN 31 PM 2:27 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> <b>\$ 203.75</b>		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company <b>MAR-RIC INVESTMENTS, L.C.</b> <b>5973 CATTLEMAN RD. LANE</b> <b>SARASOTA FL 34232</b>		<b>DOCUMENT #L95000000143</b>			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address <b>5973 CATTLEMAN LANE</b> Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified <b>02/21/1995</b> 4. FEI Number <b>65-0558240</b> 5. Date of Last Report <b>09/09/1996</b>	
				3a. State of Formation <b>FL</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent <b>DUNLAP, SCOTT W</b> <b>1819 MAIN ST., STE 700</b> <b>SARASOTA FL 34236</b>			8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>FL</b> Zip Code		
9. Pursuant to the provisions of Sections 608.416 and 608.508, 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 _____			DATE _____		
<small>(Registered Agent Accepting Appointment) (NOTE Registered Agent signature required when reinstating)</small>					
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.	5973 CATTLEMAN LANE		SARASOTA FL	
				<b>500002080275--2</b> <b>-02/06/97--01062--019</b> <b>****212.50 ****212.50</b>	
 <b>1/27/97</b>					
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (l), 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: <u>Marcia H. Holton</u>			Date: <u>1/27/97</u>		Daytime Phone #: <u>941-371-9800</u>
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>					