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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

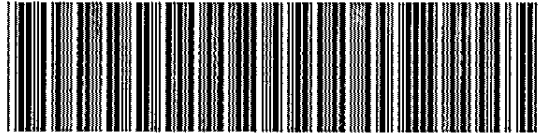
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Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

*[Handwritten Signature]*

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**FILED**  
04 NOV 22 PM 5:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 22, 2004

Department of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

FILED  
04 NOV 22 PM 5:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 6194056 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

[REDACTED]  
[REDACTED] able  
Florida

[REDACTED]  
[REDACTED]  
Florida

SHADWELL FARM, LLC (KY)  
Registration  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

File  
Second

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

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04 NOV 22 PM 5:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Emily M. Dorisio  
Direct 859/288-4633 Fax 859/367-3802 E-mail ecm@gdm.com

FILED  
04 NOV 22 PM 5:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 13, 2004

Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32399

Dear Ladies and Gentleman:

On behalf of Shadwell Farm, Inc., formerly a Kentucky corporation ("Corporation"), enclosed please find a Transmittal Letter and Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida ("Application for Withdrawal"). Also, on behalf of Shadwell Farm, LLC, a Kentucky limited liability company ("LLC"), enclosed please find a Registration by Foreign Limited Liability Company for Authorization to Transact Business in Florida ("Registration of Foreign LLC") and a Certificate of Designation of Registered Agent/Registered Office.

Please file the Application for Withdrawal on behalf of Shadwell Corporation and immediately thereafter, please file the Registration of Foreign LLC on behalf of Shadwell LLC. In response to question 6 on the Registration of Foreign LLC, please be advised that as of December 14, 1998, the Corporation was merged with and into the LLC. At the affective time of the merger, the Corporation ceased to exist and the LLC took over all of the operations and activities of the Corporation. Due to an oversight, the Application for Withdrawal was not filed on behalf of Shadwell Corporation at the time of the merger and the Registration of Foreign LLC was not filed on behalf of the LLC at the time of the merger.

If you have any questions or concerns, please give me a call.

Sincerely,

Emily M. Dorisio

EMD/fim

LEX:847554.1

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Shadwell Farm, LLC  
(Name of foreign limited liability company)
2. Kentucky  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 61-1065368  
(FEI number, if applicable)
4. November 30, 1998  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Please see the attached cover letter for explanation.  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.135, F.S.))
7. 4600 Ft. Springs Road  
Lexington, Kentucky 40513  
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:  
Rick Nichols, 4600 Ft. Springs Road, Lexington, Kentucky 40513  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: Horse racing

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Rick Nichols, Vice President Manager  
Typed or printed name of signee

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TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Shadwell Farm, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

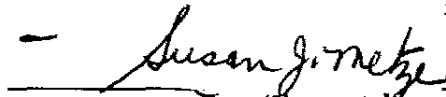
1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation, FL 33324

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S.*

  
(Signature)

**Susan J. Metze**  
**Assistant Secretary**

|           |                                  |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application       |
| \$ 25.00  | Designation of Registered Agent  |
| \$ 30.00  | Certified Copy (optional)        |
| \$ 5.00   | Certificate of Status (optional) |



**Trey Grayson**  
**Secretary of State**

**Certificate of Existence**

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky,  
do hereby certify that according to the records in the Office of the Secretary of  
State,

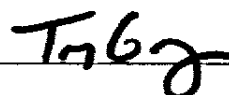
**SHADWELL FARM, LLC**

is a limited liability company duly organized and existing under KRS Chapter  
275, whose date of organization is November 30, 1998.

I further certify that all fees and penalties owed to the Secretary of State  
have been paid; that articles of dissolution have not been filed; and that the most  
recent annual report required by KRS 275.190 has been delivered to the Secretary  
of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
Official Seal at Frankfort, Kentucky, this 26th day of August, 2004.



  
\_\_\_\_\_  
Trey Grayson  
Secretary of State  
Commonwealth of Kentucky  
Tmorgan/0465363 - Certificate ID: 3760