

BROAD AND CASSEL
ATTORNEYS AT LAW

9970000 27440

MURRAY D. SHEAR, P.A.
MIKE SEGOAL, P.A.
JEFFREY A. DEUTCH, P.A.
PATRICIA LEBOW, P.A.
C. KEN BISHOP, P.A.
ROBERT D. GATTON, P.A.
RICHARD B. McFARLAND, P.A.
C. DAVID BROWN, II, P.A.
F. VERNON BENNETT
MARWIN S. CASSEL, P.A.
CLIFFORD I. HERTZ, P.A.
ARVIN J. JAFFE, P.A.
M. STEPHEN TURNER, P.A.
RALPH C. D'ATILIO, P.A.
DOUGLAS L. MANNHEIMER, P.A.
MARTIN E. PRESS, P.A.
MICHAEL A. DREBIN, P.A.
ANTHONY W. PALMA, P.A.
ANDREW D. RAPIKIN
CHARLES S. STRATTON, P.A.
JAMES E. SLATER, P.A.
WILLIAM C. PHILLIPS, P.A.
ALAN S. LEDERMAN, P.A.
GABRIEL L. DIFERATO, P.A.
DAVID K. MILLER, P.A.
ROBERT T. ROSEN, P.A.

ANDREW COTZIN, P.A.
KELLY OVERSTREET JOHNSON, P.A.
RANDAL M. ALLGOOD, P.A.
JAMES J. WHEELER, P.A.
JEFFREY F. OGDON
ANDREW B. THOMAS, P.A.
MARK D. TUCKER
THEODORE C. TAUB, P.A.
PETER M. CARDILLO, P.A.
JACK E. ELLIOTT, P.A.
VIRGINIA EARLEY JOHNSON, P.A.
JOSE I. ROSAS, P.A.
JOSE A. SANTOS, JR., P.A.
NINA S. OGDON, P.A.
STEVEN ELLISON
AMY S. SCHLOSSER, P.A.
DEBORAH K. JOHNSON, P.A.
RONALD M. GACHÉ, P.A.
RICHARD N. MILIAN, P.A.
LENORE SCHILLER, P.A.
ANNIE NOVICK BRANMAN, P.A.
A. JEFFREY ROBINSON, P.A.
DALE S. BERGMAN, P.A.
MARRIALL E. HARRIS, P.A.
ROBERT B. JOHNSON, P.A.
DAWN LAKEFORD BOWLING, P.A.

KATHLEEN L. DEUTSCH, P.A.
MICHAEL P. BENNETT, P.A.
THOMAS J. PALMIERI, P.A.
GARY W. JOHNSON, P.A.
CHRISTOPHER D. SOLLE, P.A.
MARLAN W. SCHLOW, P.A.
JAY ADAMS
JOYCE L. ELDEN
DONALD F. DUFRENE
JEFFREY J. SUTER
BARBARA M. CASTILLO
MICHAEL R. KERCHER
ROY S. ROBERT
J. BRIAN BAIRD
MICHAEL P. NIDO, JR.
C. CHRISTOPHER KILLER
RICHARD M. BENVENI
DOUGLAS E. STARCHER
GARY R. LEHMAN
DAVID I. POWERS
JONATHAN J. ELLIS
GENE B. CRICK, JR.
KATHERINE CASTOR
DAVID L. KARLIAN
JANE B. PALMIER
ROBERT ALPERT, JR.

ROBERT F. MALLETT
KEITH F. WHITE
EDGAR A. BENES
TAMARA CARMICHAEL
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BOBIE PARISH-RAMON
PETER M. BERNHARDT
LEIGH ANN MURVIN
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STEVE WASSERSTEIN
RODGER HOCHMAN
KEVIN H. SUTTON
MICHAEL MANTHEI
LESTER J. PERLING
DAVID A. ROBERTS
DAVID P. LBON
DEBRA B. POTTER
JANA M. ROSEN
CARL S. ROSEN
HOWARD M. ROBINSON
ANDREA I. FOWLER
CAROLINE MONTANUS
LIANN M. DOMINGUEZ
TYRON E. LUPMAN
MANUEL R. VALCARCEL, IV
ALBERTO M. CARDENAS

SUITE 3000
MIAMI CENTER
201 South Biscayne Boulevard
MIAMI, FLORIDA 33131
(305) 373-9400
FAX (305) 373-9443

OF COUNSEL
SHEPARD BROAD
ALVIN CASSEL
NORMAN BROAD, P.A.
I. BURTON SPRAKER
WILLIAM M. ROWLAND, JR., P.A.
WANDA L. BROWN
ALAN M. GERLACH
KENNETH EDELMAN
WILLIAM P. BURNS
JOH. B. LAURENCE
JEANNE K. DAMERIAN
Writer's Direct Line: 373-9448

May 30, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: 4 Racing Enterprises, Inc.

Dear Sir or Madam:

Enclosed is a Statement of Change of Registered Office for the above-referenced entity and a check in the amount of \$35.00 payable to the Department of State representing the State's filing fee. Please acknowledge receipt of the enclosed by stamping the enclosed duplicate copy of this letter as "received" and returning to the undersigned in the envelope provided.

Thank you for your attention to this matter and if you have any questions or comments, please contact the undersigned.

Sincerely,

BROAD AND CASSEL

Anna Salgado
Anna Salgado
Legal Assistant

FILED
97 JUN -2 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

cc: Mr. Steven N. Bronson
4 Racing Enterprises, Inc.
Linda C. Frazier, Esquire

SAW
4/9

P.A. Chicago

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: 4 RACING ENTERPRISES, INC.

1b. The mailing address of the corporation is: 201 S. Biscayne Boulevard Suite 2950, Miami, Florida 33131

1c. Date of incorporation: March 26, 1997 Document number: P97000027440

2. The name and address of the current registered agent and office:

B & C Corporate Services, Inc. 201 S. Biscayne Boulevard Suite 3000 Miami, Florida 33131

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

Steven N. Bronson 201 S. Biscayne Boulevard, Suite 2950 Miami, Florida 33131

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

May 12, 1997 (Date)

Steven N. Bronson (Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

May 12, 1997 (Date)