

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Office Use Only

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Requestor's Name
106 S. Monroe Street
Address
Tallahassee, Florida 32301
City/State/Zip Phone #
222-7200

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Jacksonville Greyhound Racing Circuit, Inc.
(Corporation Name) (Document #)

2. P99000021212
(Corporation Name) (Document #)

- Walk in
- Pick up time 3-8-99
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Please return a
filed, stamped copy*

Thanks

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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Examiner's Initials

**ARTICLES OF INCORPORATION
OF
JACKSONVILLE GREYHOUND RACING CIRCUIT, INC.**

ARTICLE I

Name

The name of this corporation is:

Jacksonville Greyhound Racing Circuit, Inc.

ARTICLE II

Purpose

The general nature of the business and the objects and purposes proposed to be transacted and carried on are: to do any and all of the things herein mentioned as fully, and to the same extent as natural persons might, or could do, namely:

A. Own, maintain, and operate a race track and racing plant and/or race tracks and racing plants under and pursuant to the racing laws of the State of Florida, either for horse racing or dog racing; to arrange racing meetings; to procure permits; to conduct race meetings in the State of Florida; to provide for and finance the calling and holding of elections to approve permits granted it, when and if required by law; and to procure and obtain all necessary permits and licenses to operate the same, and to any and everything necessary or incident to the owning, maintaining, and operation of race tracks and racing plants and the holding of meetings in Duval County and in the State of Florida.

B. To own, maintain and operate hotels, restaurants, amusement parks, theaters and places of amusement and entertainment of every kind and description authorized by law, and to do any and everything necessary or incident to the ownership, maintenance of such hotels, restaurants, amusement parks, theater or other places of amusement or entertainment.

C. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or right therein without limits as to amounts, to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever, to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiation of loans thereon; to borrow and lend money and to negotiate loans; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature and to secure the same by mortgage on its property or otherwise; to issue on commissions,

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subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

D. To make and carry out contracts for building, erecting or improving or repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind whatsoever, to build, construct or repair roads, bridges, wharfs, side walks, ditches, drains and in connection therewith to use any appliance or machinery, dredges or equipment of whatsoever nature for the purpose of so doing, to carry on in any and all of its respective branches, the business of general contracting and/or engineering of whatsoever nature; to own and operate boats, boat lines, bridges, and dredges; to make, deepen or widen channels, canals; to fill in low ground; to buy, sell, manufacture, trade and deal in machinery, tools, steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies of whatsoever nature; to make all manner of river and harbor improvements; to engage in the building and repairing of vessels, ships, boats, crafts, and to do all manner of marine construction and engineering work.

E. Generally to make and perform contracts of any kind and description, and for the purpose of maintaining any of the objects of the corporation; to do and perform any other act or thing necessary about any of said businesses, and to exercise any and all powers which a co-partnership or natural person could do or exercise and which now are or hereinafter may be, authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers herein above specified or implied, and to any lawful thing or engage in any lawful business which might be done or engaged in by a co-partnership or natural person whether or not the same shall have been specifically herein before authorized.

ARTICLE III.

Stock

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of the par value of One Cent (\$0.01) each.

ARTICLE IV.

Perpetual Existence

This corporation is to have perpetual existence.

ARTICLE V.

Principal Office; Mailing Address

The principal office and mailing address of this corporation shall be at 4490 Southside Blvd., Jacksonville, Florida 32216 or such other address as the Board of Directors may from time-to-time designate.

ARTICLE VI.

Directors

The number of its directors shall not be less than three (3) or greater than eleven (11), and may be such number within those limits as may be elected by the stockholders from time to time.

The names and addresses of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
Mary Patton Pitocchelli	2827 Forest Mill Lane Jacksonville, FL 32257
Robert J. Pitocchelli	2827 Forest Mill Lane Jacksonville, FL 32257
Charles W. Bidwill, Jr.	911 Sunset Winnetka, IL 60093
Charles W. Bidwill, III	800 Happ Northfield, IL 60093
William H. Johnston, Jr.	8901 County Line Road Hinsdale, IL 60521
John A. Johnston, Jr.	915 Elm Street Hinsdale, IL 60521
John C. Howell	351 11 th Street Atlantic Beach, FL 32233

Howard I. Korman	4490 Southside Blvd. Jacksonville, Florida 32256
Lucile Patton	2064 N-600 W Earl Park, IN 47942-8674
William R. Burnett	5545 Broadwater Lane Clarksville, Maryland 21029

ARTICLE VII.

Incorporator

The name and address of the sole incorporator of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Howard I. Korman	4490 Southside Blvd. Jacksonville, FL 32216

ARTICLE VIII.

Registered Agent

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation is

<u>NAME</u>	<u>ADDRESS</u>
Howard I. Korman	4490 Southside Blvd. Jacksonville, FL 32216

ARTICLE IX.

Maintenance of Subchapter S Elections

No person may sell, transfer, assign or bequeath (by will or otherwise) any shares of stock in the Corporation to any one or more persons or entities which would cause the Corporation to lose its qualification as an S corporation, as defined in subchapter S of the Internal Revenue Code,


without the prior written consent of all Shareholders. Any such attempt at sale, transfer, assignment or bequest shall be void and of no force and effect.

ARTICLE IX.

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 24th day of February, 1999.



Howard I. Korman
Incorporator

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

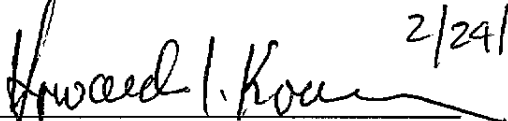
The name of the corporation is:

Jacksonville Greyhound Racing Circuit, Inc.

The name and address of the registered agent and office are:

Howard I. Korman
4490 Southside Blvd.
Jacksonville, Florida 32216

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

 2/24/99

Howard I. Korman

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