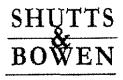
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LLP

ATTORNEYS AND COUNSELLORS AT LAW

July 9, 2003



Via Federal Express

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

Re: Preakness Holdings Inc - Filing of Designation of Registered Agent

Our File Reference: 13547-0004

Dear Sir/Madam:

Enclosed please find an original form of Designation of Registered Agent and Registered Office for Alien Business Organization for Preakness Holdings Inc, together with a copy of its Certificate of Good Standing from the British Virgin Islands. Also enclosed is this firm's check in the amount of \$43.75 payable to Florida Department of State representing the filing fee (\$35) and the fee for a certified copy (\$8.75). Please return the certified copy to us in the self-addressed, stamped envelope we have provided for your convenience.

If you have any questions, please call the undersigned at 305-379-9184.

Sincerely,

SHUTTS & BOWEN LLP

Maria D. Lamas, Senior Commercial Real Estate Paralegal

/mdl

enclosures

МАМ

cc: Luis A. De Armas, Esq. (w/o encls., via e-mail)

Roland A. Gallor, Esq. (w/o encls., via e-mail)

1500 MIAMI CENTER • 201 SOUTH BISCAYNE BOULEVARD • MIAMI, FLORIDA 33131 • MIAMI (305) 358-6300 • FACSIMILE (305) 381-9982 • WEBSTIE:

www.shutts-law.com

FORT LAUDERDALE WEST PALM BEACH ORLANDO

TALLAHASSEE

AMSTERDAM

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE FOR ALIEN BUSINESS ORGANIZATION

PURSUANT TO SECTION 607.0505, FLORIDA STATUTES, THE UNDERSIGNED ALIEN BUSINESS ORGANIZATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO DESIGNATE ITS REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA:

1. PREAKNESS HOLDINGS INC.	
(Name of alien business organization)	
2. BRITISH VIRGIN ISLANDS (State or country under which entity is organized) 3. NONE (FEI Number, if applicable)	
4. c/o Shutts & Bowen LLP, Attn: Luis A. De Armas, 201 South Biscayne Blvd., Suite 1500, Miami, FL 33131 (Principal office address)	
5. Name and Florida street address of registered agent.	
Corporation Company of Miami Ξ_{i}^{c}	
201 South Biscayne Blvd., #1500	-
Miami, FL 33131	7
6. The street address of the registered office and the street address of the business office of the registered agent are identical. 7. (Signature of chairman, vice chairman, or officer)	***************************************
8. Luis A. De Armas, attorney-in-fact	
(Name and capacity of person signing in number 7 above)	
9. Signature of registered agent:	
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes. CORPORATION COMPANY OF MIAMI	ion
By: (Registered agent accepting appointment) (Registered agent accepting appointment) (Date)	
THE FILING OF THIS ALIEN RUSINESS ORGANIZATION FORM WITH THE FLORI	DA

THE FILING OF THIS ALIEN BUSINESS ORGANIZATION FORM WITH THE FLORIDA DEPARTMENT OF STATE DOES NOT AUTHORIZE THE ABOVE REFERENCED ENTITY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILING FEE \$35

Make checks payable to Florida Department of State and mail to: Division of Corporations P. O. Box 6327 Tallahassee, FL 32314



TERRITORY OF THE BRITISH VIRGIN ISLANDS
3 JUL 11 AM 9: 48
THE INTERNATIONAL BUSINESS COMPANIES ACT
U.L. (AR) U. (CAP. 291)
LAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

(SECTIONS 14 AND 15)

No. 547846

pursuant to the International Business Companies Act, Cap. 291 that all A7846

Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES

the requirements of the Act in respect of incorporation having been satisfied,

Preakness Holdings Inc.

is incorporated in the British Virgin Islands as an International Business

Company this 11th day of June, 2003.

Given under my hand and seal at

Road Town, in the Territory of the

BritishyVirgin Islands

GISTRAR OF COMPANIES

CRTI001G



