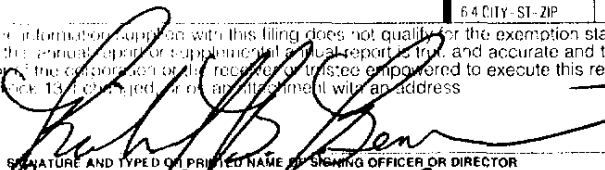


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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Mar 24 1997 8:00am  
Secretary of State

| PROFIT CORPORATION ANNUAL REPORT 1997                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                        |  FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| DOCUMENT # 679437 (4)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                        |                                                                                                                                                                                      |  |
| 1. Corporation Name: BERENSON PARI-MUTUEL, INC.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                        |                                                                                                                                                                                      |  |
| Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                        | Mailing Address                                                                                                                                                                      |  |
| NINE ISLAND AVENUE<br>APT. 1801<br>MIAMI BEACH, FLORIDA 33139-1360                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                        | SAME AS PLACE<br>OF BUSINESS                                                                                                                                                         |  |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                        | 2a. Mailing Address                                                                                                                                                                  |  |
| 21 State, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 26 State, Apt. #, etc. | 3. Date Incorporated or Qualified: 07/23/1980                                                                                                                                        |  |
| 22 City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 27 City & State        | 3a. Date of Last Report: 01/24/1996                                                                                                                                                  |  |
| 23 Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 28 Zip                 | 4. FEI Number: 59-2731312                                                                                                                                                            |  |
| 24 Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 30 Country             | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required                                                                                             |  |
| 9. Name and Address of Current Registered Agent                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                        | 10. Name and Address of New Registered Agent                                                                                                                                         |  |
| BERENSON, LOUIS STANLEY<br>NINE ISLAND AVENUE APT. 1801<br>MIAMI BEACH, FLORIDA 33139-1360                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                        | b1 Name<br>b2 Street Address (P.O. Box Number is Not Acceptable)<br>b3<br>b4 City<br>b5 Zip Code                                                                                     |  |
| 11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of, Section 607.0505, Florida Statutes.                                                                                                                                                                 |                        | 12. OFFICERS AND DIRECTORS                                                                                                                                                           |  |
| SIGNATURE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                        | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                        | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                |  |
| CD<br>BERENSON, LOUIS STANLEY<br>NINE ISLAND AVE. #1801<br>MIAMI BEACH, FLORIDA 33139-1360                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                        | 11 TITLE<br>12 NAME<br>13 STREET ADDRESS<br>14 CITY-ST-ZIP                                                                                                                           |  |
| DD<br>BERENSON, RICHARD B.<br>NINE ISLAND AVE. #2008<br>MIAMI BEACH, FLORIDA 33139-1360                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                        | 21 TITLE<br>22 NAME<br>23 STREET ADDRESS<br>24 CITY-ST-ZIP                                                                                                                           |  |
| UD<br>BERENSON, MARY T.<br>NINE ISLAND AVE. #1801<br>MIAMI BEACH, FLORIDA 33139-1360                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                        | 31 TITLE<br>32 NAME<br>33 STREET ADDRESS<br>34 CITY-ST-ZIP                                                                                                                           |  |
| STD<br>WATSON, DIANE B.<br>NINE ISLAND AVE. #2008<br>MIAMI BEACH, FLORIDA 33139-1360                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                        | 41 TITLE<br>42 NAME<br>43 STREET ADDRESS<br>44 CITY-ST-ZIP                                                                                                                           |  |
| 14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information included in this annual report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or its registered or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 of this filing, or in an attachment with an address. |                        | 51 TITLE<br>52 NAME<br>53 STREET ADDRESS<br>54 CITY-ST-ZIP                                                                                                                           |  |
| SIGNATURE:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                        | 61 TITLE<br>62 NAME<br>63 STREET ADDRESS<br>64 CITY-ST-ZIP                                                                                                                           |  |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR<br>RICHARD B. BERENSON, PRESIDENT                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                        | 200002123132<br>-03/25/97--01009--043<br>***165.00                                                                                                                                   |  |
| 3/18/97 (305) 531-6000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                        | Date Daytime Phone #                                                                                                                                                                 |  |

CR2E034 (9/96)