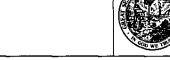
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2003 LIMITED PARTNERSHIP UNIFORM BUSINESS REPORT (UBR)

A0000000048 **DOCUMENT #**

1. Entity Name SECOND FAIRGROUNDS ASSOCIATES LTD.



Principal Place of Business 777 SOUTH FLAGLER DRIVE SUITE 1104 WEST PALM BEACH FL 33401		Mailing Address 777 SOUTH FLAGLER DRIVE SUITE 1104 WEST PALM BEACH FL 33401				SECRETARY OF STATE TALLAHASSEE, FEORIDA			
2. Principal Place of Business			3. Mailing Address						
Suite Apt.	#, etc.	OIE	Suite, Apt. #	Suite Apt. #, etc. Suite 1101E			DUE BY MAY 1, 2003		
City & State			City & State	City & State			65-1039434	Applied For Not Applicable	
Zip I _			Zip _		<u> </u>		of Status Desired	\$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent						7. Name and /	7. Name and Address of New Registered Agent		
SHEWALTER, WILLIAM A					Name	Name			
777 SOUTH FLAGLER DRIVE					Street A	Street Address (P.O. Box Number is Not Acceptable)			
SUITE 1104									
WEST PALM BEACH FL 33401					1				
WEST FALM DEACH FL 33401					City	City FL Zip Code			
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.									
SIGNATURE Signature, typed or printed name of registered agent and title if applicable.						DATE			
9. Capital Contributions as Shown on record. \$579,327.00			10. Amount of Capital Cont in FLORIDA to date.		579,327	11. MAKE CHECK PAYABLE TO FL. DEPT. OF STATE SEE REVERSE SIDE FOR FEE INFORMATION			
A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner.									
12. GENERAL PARTNER INFORMATION					13.	ADDRESS CHANGES ONLY			
	SECOND FAIRGROUNDS HOLDING GP LLC				STREET ADDRESS				
	777 SOUTH FLAGLER DRIVE WEST PALM BEACH FL 33401			CITY-ST-ZIP		·			
DOCUMENT # NAME					STREET ADDRESS	1 0 (05/06/0	100018295131 05/06/0301065002 **535.00		
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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 indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes

Date