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December 29, 2000

The Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

000003518850--7
-01/02/01--01099--019
****148.75 *****61.25

Re: MPG RACETRACK, LTD.
Document No.: A00000000951

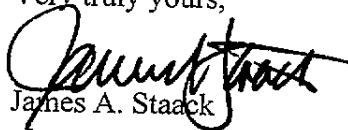
Dear Sir or Madam:

Enclosed herewith please find two original executed Certificates of Amendment to Certificate of Limited Partnership for the above referenced partnership along with a Statement of Change of Registered Agent/Registered Office and our check in the amount of \$148.75 to cover the cost of the following:

Filing Fee	\$52.50
Certificate of Status	8.75
Certification & Return of Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$148.75

Kindly return the Certificate of Status along with the certified copy of the Certificate of Amendment to me at the above address. Thank you for your attention to this matter.

Very truly yours,


James A. Staack

JAS/bb
Enclosures

A00-951

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
MPG RACETRACK, LTD.**

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on May 12, 2000, adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

I. Amendments.:

8. Name(s) of General Partner(s):

GENERAL PARTNER

ADDRESS

MPG Northbay Racetrack, Inc.

2627 McCormick Drive, Suite 102
Clearwater, FL 33759

900-114092

II. This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

DATED this ____ day of December, 2000.

Signature of current general partner:

MPG Racetrack, Inc.

Ira Waitz

By: Ira Waitz
Its: Vice President

Signature of new general partner:

MPG Northbay Racetrack, Inc.

Ira Waitz

By: Ira Waitz
Its: Vice President

FILED
01 JAN -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA