



THE UNITED STATES
CORPORATION
COMPANY

A99000000433

ACCOUNT NO. : 072100000032

REFERENCE : 170952 4804484

AUTHORIZATION : Patricia Pizub

COST LIMIT : \$ 140.00

ORDER DATE : March 16, 1999

ORDER TIME : 9:46 AM

ORDER NO. : 170952-020

CUSTOMER NO: 4804484

CUSTOMER: Ms. Jennifer L. Dombrowski
WOLF BLOCK SCHORR AND
WOLF BLOCK SCHORR AND
Packard Bldg.13th Floor
15th & Chestnut Streets
Philadelphia, PA 19102

DOMESTIC FILING

NAME: FAIRGROUNDS HOLDING LTD

EFFECTIVE DATE: \

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

99 MAR 17 AM 11:23
SECRETARY OF STATE
DIVISION OF CORPORATIONS

13/K
3/17/99

99 MAR 17 AM 10:35
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 AM 11:23

1. Fairgrounds Holding Ltd.
(Name of Limited Partnership (must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")):
2. Business Address: c/o The Goodman Company, Suite 1104, 777 South Flagler Drive,
West Palm Beach, FL 33401
3. Name of Registered Agent: William A. Shewalter
4. Address of Registered Agent: c/o The Goodman Company, Suite 1104,
777 South Flagler Drive, West Palm Beach, FL 33401
5. By: William A. Shewalter
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. Mailing Address: c/o The Goodman Company, Suite 1104, 777 South Flagler Drive,
West Palm Beach, FL 33401
7. The period of duration will be December 31, 2049.
8. Name(s) of general partners: Street address:
Fairgrounds Holding GP LLC c/o The Goodman Company
Suite 1104
777 South Flagler Drive
West Palm Beach, FL 33401
L99-1507

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 16th day of March, 1999.

Signature of all general partners:

FAIRGROUNDS HOLDING GP LLC

By: GOODMAN PROPERTIES, INC., it's Manager

By: William A. Shewalter
William A. Shewalter, Vice President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 AM 11:23

The undersigned constituting all of the general partners of FAIRGROUNDS HOLDING LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is: \$199.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals: \$199.00.

Signed this 16 day of March, 1999.

FURTHER AFFLIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that facts stated herein are true and correct.

FAIRGROUNDS HOLDING GP LLC

By: GOODMAN PROPERTIES, INC.

By: William A. Shewalter
William A. Shewalter, Vice President