

ACCOUNT NO. : 072100000032

REFERENCE : 714827

AUTHORIZATION

COST LIMIT :

ORDER DATE: May 31, 2000

ORDER TIME: 11:49 AM

ORDER NO. : 714827-005

800003272278--9

CUSTOMER NO: 121767A

CUSTOMER: Mr. Stewart L. Kasner

Karp & Genauer, P.a.

Suite 1202

2 Alhambra Plaza

Coral Gables, FL 33134

FOREIGN FILINGS

NAME:

DEPARTING SOUTH RACING CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

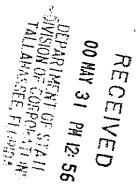
PLAIN STAMPED COPY

XXXX QUALIFICATION (TYPE: CO)

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

1/3



APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT **BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FI

1. DEPARTING SOUTH RACING CORP.	SACT DESERVEDS IN THE STATE OF FLORIDA.
(Name of corporation: must include the word "DICOP	POR AMERICA
(Name of corporation; must include the word "INCOR words or abbreviations of like import in language as we natural person or partnership if not so contained in the	PORATED", "COMPANY", "CORPORATION" or
natural person or partnership if not so contained in the	name at present
	mino at prosent.)
2. Delaware	3. Applied For
(State or country under the law of which it is incorporate	
	ed) (FEI number, if applicable)
4. <u>May 15, 2000</u> 5 5 5 5	Perpetual 8
(Date of incorporation)	(Duration: Year corp. will cease to exist or "perpetual") has not transacted business in Florida, insert "upon qualification.") 1.1501, 607.1502 and 817.155, F.S.)
6. Upon qualification	ت الله الله الله الله الله الله الله الل
(Date first transacted business in Florida. If corporation	has not transacted business in Florida, insert "upon qualification"
(SEE SECTIONS 607	.1501, 607.1502 and 817.155, F.S.)
7. a. 6161 Blue Lagoon Drive, Suite 400	$\mathcal{G}_{\mathbf{v}}$
(Principal offic	e address)
b. <u> </u>	,
(Current mailin	r addissa)
(Outrone many)	g auntess)
8. Any lawful act or activity	•
Purpose(s) of corporation authorisal in	
(Purpose(s) of corporation authorized in home state	
Name and street address of Florida registered age	nt: (P.O. Box or Mail Drop Boy NOT asserted)
Name:Alhambra Registered Agents	
Office Address: 2 Alhambra Plaza, Suite 12	02
Coral Gables	20104
	, Florida
	(Zip code)
10. Registered agent's acceptance:	
Having been named as reciptoral	
in this application, I hereby accept the appointment of variety	of process for the above stated corporation at the place designated
comply with the provisions of all statutes relative to the provi	crea agent and agree to act in this capacity. I further agree to
ALHAMBRA R	EGISTERED AGENTS, INC.
By: 000) hay
(Registered agent	P/-
11. Attached is a certificate of existence duly out and and	rp, President
Department of State, by the Secretary of State or other official of which it is incorporated.	of more than 90 days prior to delivery of this application to the having custody of corporate records in the jurisdiction under the law

12. Names and business addresses of officers and/or directors: A. DIRECTORS (Sole) Margarita Masforroll Chairman: 6161 Blue Lagoon Dr., Suite 400 Address: Miami, FL 33126 Vice Chairman: Address: Director: _ Address: Director: Address: B. OFFICERS President: Margarita Masforroll Address: 6161 Blue Lagoon Dr., Suite 400 Miami, FL 33126 Vice President: Address: Secretary: Vivian Silva Address: 6161 Blue Lagoon Dr., Suite 400 Miami, FL 33126 Treasurer: Address: NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman/or any officer listed in number 12 of the application) Margarita Masforroll, Director/President

(Typed or printed name and capacity of person signing application)

State of Delaware Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "DEPARTING SOUTH RACING CORP." I

IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS
THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY

MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

Edward J. Freel, Secretary of State

AUTHENTICATION:

0456023

DATE: 05-24-00

3229417 8300

001262652