



THE UNITED STATES
CORPORATION
COMPANY

F00000003086

ACCOUNT NO. : 072100000032

REFERENCE : - 714827 121767A

AUTHORIZATION :

Patricia Pignotti

COST LIMIT : \$ 78.75

ORDER DATE : May 31, 2000

ORDER TIME : 11:51 AM

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ORDER NO. : 714827-015

CUSTOMER NO: 121767A

CUSTOMER: Mr. Stewart L. Kasner
Karp & Genauer, P.a.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

FOREIGN FILINGS

NAME: CHARRUA'S HILL RACING CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom
3/3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 31 PM 3:43

RECEIVED
00 MAY 31 PM 12:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

3/2 5/31

**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 FLORIDA.*

1. CHARRUA'S HILL RACING CORP.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 15, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(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
(Principal office address)

b. Miami, FL 33126
(Current mailing address)

8. Any lawful act or activity
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Alhambra Registered Agents, Inc.

Office Address: 2 Alhambra Plaza, Suite 1202

Coral Gables, Florida 33134
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: ALHAMBRA REGISTERED AGENTS, INC.
Joel J. Karp
(Registered agent's signature)
Joel J. Karp, President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Margarita Masforroll (Sole)

Address: 6161 Blue Lagoon Dr., Suite 400
Miami, FL 33126

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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MAY 31 PM 3:43
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COURT

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.

13. X 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Margarita Masforroll, Director/President

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

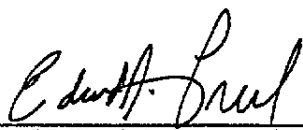
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHARRUA'S HILL RACING CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MAY, A.D. 2000.

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

FILED
DIVISION OF CORPORATIONS
MAY 31 PM 3:43




Edward J. Freel, Secretary of State

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AUTHENTICATION:

0456021

DATE:

05-24-00