

January 10, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

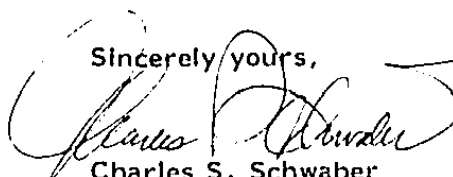
To Whom It May Concern:

We have enclosed the following articles.

- a) Check for \$35.00 payable to Florida Dept. of State.
- b) Completed forms in order for us to do business in the State of Florida.
- c) A document from The State of New York showing that we are a corporation in good standing. This is an original document with their seal affixed.

Thank you for your attention in this regard. I will await word from you with authority for us to do business within the State of Florida.

Sincerely yours,


Charles S. Schwaber
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 31 1995
9:45

1/31

CSS/mhj
Enclosures

600001395906
-02/01/95--01107--002
*****35.00 *****35.00

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

000-342-0006

CSC networks

MAIL TO
P.O. BOX 5020
TALLAHASSEE, FL 32311

ACCOUNT NO. : 0721000000032

REFERENCE : 532618 145131A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : January 30, 1995

ORDER TIME : 2:43 PM

ORDER NO. : 532618

CUSTOMER NO: 145131A

CUSTOMER: Charles S. Schwaber, president
A Nite At The Races, Inc.
3043 Jupiter Park Circle

Jupiter, FL 33458

FOREIGN FILINGS

NAME: A NITE AT THE RACES, INC.

XX PROFIT

NON-PROFIT

XX CORPORATE

LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 31 2 43 PM '95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1995

A NITE AT THE RACES, INC.
CHARLES S. SCHWABER
2320 AVENUE U
BROOKLYN, NY 11229-4917

SUBJECT: A NITE AT THE RACES, INC.
Ref. Number: W95000001097

We have received your document for A NITE AT THE RACES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freeta Lott
Corporate Specialist Supervisor

Letter Number: 295A00001771

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

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

1. A Nite At The Raceh, Inc.
(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. New York 3. 11-2165969
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 15, 1968 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. "UPON QUALIFICATION"
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 2320 Avenue U
Brooklyn, NY 11229-4917
(Current mailing address)
8. Corporation is relocating to Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CORPORATION INFORMATION SERVICES, INC.
Office Address: 1201 HAYS STREET
TALLAHASSEE, Florida, 32303
(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.

CORPORATION INFORMATION SERVICES, INC.

Gail Shelby
(Registered agent's signature)

GAIL SHELBY AS IT AGENT

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Charles S. Schwaber

Address: 222 Beach 122nd St.
Belle Harbor, NY 11694

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Charles S. Schwaber

Address: (Same as Above)

Vice President: Betty Schwaber (wife)

Address: (Same As Above)

Secretary: _____

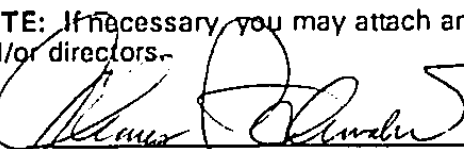
Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary you may attach an addendum to the application listing additional officers and/or directors.

13.


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

14.

Charles S. Schwaber, Chairman and President of A Nite At The Races, Inc.
(Typed or printed name and capacity of person signing application)

State of New York: | ss:
Department of State

I hereby certify, that the certificate of incorporation of A NITE AT THE RACES, INC. was filed 10/18/1968, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of December
one thousand nine hundred and
ninety-four.



Secretary of State

199412220091

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 31 AM 9:45

F95000000509



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

A NITE AT THE RACES, INC., a New York corporation qualified in Florida,
F95000000509

INTO

CHARLES SCHWABER, INC. which changed its name to

A NITE AT THE RACES, INC., a Florida corporation, P95000090982

File date: December 20, 1995, effective January 1, 1996

Corporate Specialist: Steven Harris