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Jennifer L. Dombrowski
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December 7, 1999

VIA FEDERAL EXPRESS

Secretary of State of Florida
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800003064558--6
-12/08/99-01059-007
****155.00 ****155.00

Re: Second Fairgrounds Holding GP LLC

W99-28216

Dear Sir:

Enclosed herewith for filing, please find the following:

1. Articles of Organization for Second Fairgrounds Holding GP LLC.
2. A check in the amount of \$155.00, of which \$125.00 represents the filing fee and \$30.00 is for a certified copy.

When the foregoing has been filed, please forward the acknowledgment copy to the attention of the undersigned in the federal express packaged which is enclosed.

Thank you.

Very truly yours,

Jennifer L. Dombrowski

Jennifer L. Dombrowski
Corporate Assistant
Corporate Services Department

:jld
Enclosures

DSA:222464.1

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -6 PM 2:00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 10, 1999

WOLF, BLOCK, SCHORR AND SOLIS-COHEN LLP
JENNIFER L. DOMBROWSKI
1650 ARCH STREET, 22ND FLOOR
PHILADELPHIA, PA 19103-2097

SUBJECT: SECOND FAIRGROUNDS HOLDING GP LLC
Ref. Number: W99000028216

We have received your document for SECOND FAIRGROUNDS HOLDING GP LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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 (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 399A00058179

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -6 PM 2:00

Wolf, Block, Schorr and Solis-Cohen LLP

SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN -6 PM 2:00

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December 27, 1999

VIA FEDERAL EXPRESS

Ms. Agnes Lunt
Document Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Ref. Number: W99000028216

Dear Ms. Lunt:

Attached hereto, please find "fully" executed Articles of Organization for Second Fairgrounds Holding GP LLC along with the States rejection letter. As discussed, please file this document along with the Certificate of Limited Partnership for Second Fairgrounds Associates Ltd. (you are holding this document until you receive the LLC documentation).

When the foregoing have been filed, please forward the acknowledgment copies to my attention in the federal express package which is enclosed.

Thank you for your attention to this matter.

Sincerely,

Jennifer L. Dombrowski

Jennifer L. Dombrowski
Corporate Assistant, Corporate Services Department

:jld
Enclosures

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: Second Fairgrounds Holding GP LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o The Goodman Company
Suite 1104,
777 S. Flagler Drive
West Palm Beach, Florida 33401

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

William A. Shewalter
c/o The Goodman Company
Suite 1104, 777 S. Flagler Drive
Florida street address (P.O. Box **NOT** acceptable)
West Palm Beach FL 33401
City, State, and Zip

FILED
DIVISION OF CORPORATIONS
00 JUN -6 PM 2:00

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

William A. Shewalter

Registered Agent's Signature

William A. Shewalter

Article IV - Management (Check box if applicable.)

☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Jennifer L. Dombrowski
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jennifer L. Dombrowski
Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)