

TEW, ZINOBER, BARNES, ZIMMET & UNICE, L.L.P.
ATTORNEYS AT LAW

JOEL R. TEW
FREDRIC S. ZINOBER
ROBERT L. BARNES, JR.
LEE WM. ATKINSON

JOSEPH A. CORSMEIER
RICHARD C. MILLIAN
THERESA A. DEEB
TONY J. TUNTASIT

OF COUNSEL:
STEPHANIE A. VAUGHAN
LARRY J. GONZALES

CLEARWATER OFFICE
PRESTIGE PROFESSIONAL PARK
2655 McCORMICK DRIVE
CLEARWATER, FLORIDA 33759

PLEASE REPLY TO:
P.O. BOX 5124
CLEARWATER, FLORIDA 33758-5124
TELEPHONE: (727) 799-2882

CLEARWATER OFFICE
(727) 799-2882

FAX
(727) 726-0058
(727) 799-6794
(727) 799-0833

HERNANDO OFFICE
(352) 686-5918

Web site: www.tzbzu.com

E-mail: lschumacher@tzbzu.com

September 13, 2000

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Division of Corporations
Department of State
The Capitol
P. O. Box 6327
Tallahassee, FL 32314

Re: Race Track South, LLC

Gentlemen:

Enclosed is the original and one signed copy of the Articles of Organization of the above limited liability company. We have also enclosed a check in the amount of \$130.00 for the filing fee, registered agent fee and a certificate of status.

Please process this at your earliest opportunity and return the file-stamped copy of the Articles of Organization to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE, L.L.P.

Linda B. Schumacher
Linda B. Schumacher

LBS/me

Enclosures

FILED
00 SEP 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LOO-11254
AL

**ARTICLES OF ORGANIZATION FOR
RACE TRACK SOUTH, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

RACE TRACK SOUTH, LLC

ARTICLE II - Address:

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

221 Turner
Clearwater, Florida 33756

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

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

Joel R. Tew, Esquire
Tew, Zinober, Barnes, Zimmet & Unice, L.L.P.
2655 McCormick Drive
Clearwater, FL 33759

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.



Registered Agent's Signature

ARTICLE IV- Duration:

The Limited Liability Company shall exist until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

FILED
00 SEP 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - Management

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company and address of the managing member is:

221 Turner
Clearwater, FL 33756



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.)

Geoffrey C. Weber
Typed or Printed Name of Signee

FILED

00 SEP 15 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA