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KEELEY, HAYES, DUDLEY, GARRETT & MAHLE

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

PENINSULA PLAZA, SUITE 314
2424 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

JOSEPH F. KEELEY, P.A.
JAMES B. HAYES, P.A.
EVERETT H. DUDLEY, JR., P.A.*
EUGENE S. GARRETT, P.A.
STEPHEN MAHLE, P.A.**
STACEY L. BURNSTON, P.A.**
JENNIFER A. GEORGE

BOCA RATON (561) 392-4300
BROWARD (954) 421-0222
FAX (561) 392-4409

RUSLEY C. MEEKER (1931-1995)

*Member of Florida and Massachusetts Bars

**Member of Florida, New Jersey and
New Jersey Bars

November 22, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Interstate Development, LLC

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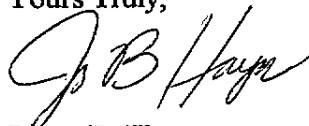
To Whom It May Concern:

Enclosed please find the following documents on the above reference matter:

1. Articles of Organization of Interstate Development, LLC, along with a check in the amount of \$125.00 representing the filing fee.
2. Certificate of Limited Partnership along with a check in the amount of \$980.00 representing the filing fee.

If you have any questions, please contact our office.

Yours Truly,



James B. Hayes
E-Mail: Bocalaw7@aol.com

JBH:dr
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
OF
INTERSTATE DEVELOPMENT, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

ARTICLE I
NAME

The name of this Limited Liability Company is:

INTERSTATE DEVELOPMENT, LLC

ARTICLE II
PRINCIPAL OFFICE

The mailing address and street address of the principal office of this Limited Liability Company is 40 Fairway Drive, Deerfield Beach, Florida 33441.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually.

ARTICLE IV
MANAGEMENT

The management of this Limited Liability Company is reserved to its sole member, Interstate Development Ltd., a Florida Limited Partnership, and to its authorized representatives. The initial Managing Representative shall be Aristeia G. Lucido, residing at 1660 Southwest 6th Avenue, Boca Raton, Florida 33486. Charles Julian residing at 4400 Pinewood Drive, Melbourne, Florida 32935 shall be the initial alternate and successor Managing Representative. Said Representatives shall serve until their successors have been duly designated by the sole member.

ARTICLE V
REGISTERED AGENT and REGISTERED OFFICE

The Registered Agent for this Limited Liability Company shall be Aristeia G. Lucido and the Registered Office shall be located at 40 Fairway Drive, Deerfield Beach, Florida 33441, or such other person or place as the sole member shall from time to time direct, with appropriate notice being given to the Department of State in accordance with law.

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**ARTICLE VI
RIGHT TO CONTINUE BUSINESS**

The remaining members of this Limited Liability Company shall have the right to continue its business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in this Limited Liability Company.

**ARTICLE VII
PURPOSE**

The purpose of this Limited Liability Company is to acquire, own, develop, operate a racetrack and associated enterprises, in Brevard County, in the State of Florida.

**ARTICLE IX
AUTHORIZATION TO EXECUTE ARTICLES OF ORGANIZATION**

Aristea G. Lucido residing at 1660 Southwest 6th Avenue, Boca Raton, Florida 33486, has been duly designated as authorized representative of sole member to execute these Articles of Organization.

**ARTICLE X
INDEMNIFICATION OF MEMBER, MANAGING MEMBER,
MANAGING REPRESENTATIVE and
AUTHORIZED REPRESENTATIVE OF MEMBER**

Every member, Managing Member, Managing Representative and authorized representative of a member of this Limited Liability Company shall be indemnified by the Company, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a member, Managing Member, Managing Representative or authorized representative of a member of this Limited Liability Company, whether or not he/she is a member, Managing Member, Managing Representative or authorized representative of a member of this Limited Liability Company at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which such member, Managing Member, Managing Representative or authorized representative of a member of this Limited Liability Company may be entitled.

**ARTICLE XI
ADMISSION OF ADDITIONAL MEMBERS**

No additional members shall be admitted except upon the written authorizations from at least two-thirds (2/3) of the membership interests (not 2/3 of the members) in Interstate

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Development Ltd., a Florida Limited Partnership, the sole member of this Limited Liability Company.

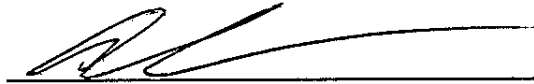
**ARTICLE XII
AMENDMENT**

These Articles of Organization may be amended in the manner provided by law.

**ARTICLE XIII
AFFIRMATION**

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Palm Beach County, Florida, this 11 day of NOVEMBER, 2000.



Aristea G. Lucido, as authorized representative
of sole member, Interstate Development Ltd.,
a Florida Limited Partnership

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TALLAHASSEE FLORIDA

CERTIFICATE ACCEPTING DESIGNATION

AS

REGISTERED AGENT

OF

INTERSTATE DEVELOPMENT , LLC

Having been named as Registered Agent to accept service of process for the above stated Limited Liability Company at 40 Fairway Drive, Deerfield Beach, Florida 33441, 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.



Aristeia G. Lucido, Registered Agent

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