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NEW FILINGS	AMENDMENTS	000046379959 -10/16/0101002022 ****125.00 ****125.00
Profit Not for Profit Limited Liability Domestication Other	Amendment Resignation of R.A., Change of Registered Dissolution/Withdra Merger	d Agent
OTHER FILINGS	REGISTRATION/QUA	LIFICATION 5 5
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CR2E031(7/97)

ARTICLES OF ORGANIZATION

OF

Florida Horse Park @ Suwannee Downs, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Florida Horse Park @ Suwannee Downs, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the initial principal office of the Company shall be 18662 Hwy 129, McAlpin, Florida 32062.

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization or in the Company's operating agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Laura K. Conrad, Esq., 2810 Remington Green Circle, Tallahassee, Florida 34103.

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the majority written consent of all the members of the Company and on such terms and conditions as set forth in the operating agreement of the Company.

ARTICLE VI - WITHDRAWAL OF MEMBERS

A member of the Company may withdraw from the Company upon the majority written consent of all the nonwithdrawing members of the Company.

ARTICLE VII -- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the occurrence of events specified in the Company's operating agreement.



ARTICLE VIII - MANAGEMENT

The Company shall be managed by a manager in accordance with the operating agreement adopted by the members for the management of the business and affairs of the Company. This operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company is Jerry R. Fletcher, Jr., 1543 San Luis Rd., Florida 32304.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Tallahassee, Florida, on this 16th day of October, 2001.

Jerry/R. Fletcher, Jr.

STATE OF FLORIDA COUNTY OF Leon

Sworn to and subscribed before me this 16th day of October, 2001,

	by Jerry R. Fletcher Tr	milimum an F. Westernin			
	Notary Public State of Florida	M 23, 200, 10 M 23, 200, 10	***		
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SECRETARY OF STATE

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Florida Horse Park @ Suwannee Downs, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.

Date: October 16, 2001

Laura K. Conrad, Esquire

Registered Agent

OLDCT 16 AM II: 10 SECRETARY OF STATE

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