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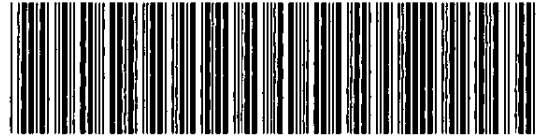
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EXAMINER

KLEIN & KLEIN, P.A.

Harvey R. Klein (1922-2003)
H. Randolph Klein
Fred N. Roberts, Jr.
Lawrence C. Callaway, III

Attorneys at Law
333 N.W. 3rd Avenue
Ocala, Florida 34475

Phone (352) 732-7750
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March 3, 2008

VIA FEDEX

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Ellen S. Epstein p/f Clabes – Ocala Downs
LLC Formation – PENN OAK DRIVING LAND, LLC
Our File No.: 1061-001

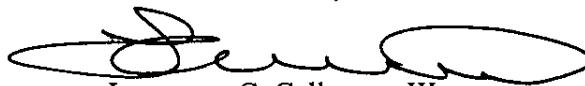
Ladies and Gentlemen:

Enclosed for filing are the ORIGINAL Articles of Organization of Penn Oak Driving Land, LLC, along with a copy for certification. Our Firm's Trust Account check in the amount of One Hundred Fifty Five and 00/100 (\$155.00) Dollars, made payable to the Florida Department of State is also enclosed, tendered in payment of the necessary filing fees.

Please provide the certified copy to our office at your earliest convenience. If you should have any questions, or if anything further should be required, please do not hesitate to contact me.

Very truly yours,

KLEIN & KLEIN, PA



Lawrence C. Callaway, III

LCC/sk

CC: Ellen S. Epstein (via email only)

Enclosures as stated within

ARTICLES OF ORGANIZATION OF PENN OAK DRIVING LAND, LLC

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I – Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "PENN OAK DRIVING LAND, LLC".

ARTICLE II – Address:

The mailing address and street address of the principal office of the Company is 1860 NW 114th Loop, Ocala, FL 34475.

ARTICLE III – Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV – Designation of Registered Agent Initial Address of Registered Office

The initial Registered Agent is designated as Ellen S. Epstein. The Registered Agent of the Company may be changed at any time by a vote of the Members without an amendment of these Articles.

The street address of the initial registered office of this Company in the State of Florida is 1860 NW 114th Loop, Ocala, FL 34475. The Members may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

ARTICLE V – Management:

The Company is to be managed by a Manager, the name and address of the Initial Member are:

Ellen S. Epstein
1860 N W 114th Loop
Ocala, FL 34475

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SECRETARY OF STATE
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ARTICLE VI – Limitation on Agency Authority of Members

Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no Member of the Limited Liability Company shall be an agent of the Limited Liability Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Limited Liability Company solely by virtue of being a Member

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 3rd day of March 2008. In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


ELLEN S. EPSTEIN, Member/Manager

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article IV of these Articles of Organization, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates her location for service of process as:

1860 NW 114th Loop
Ocala, FL 34475

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.


ELLEN S. EPSTEIN