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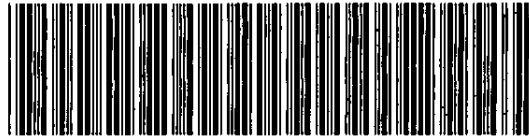
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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MULLER & LEBENSBURGER

Attorneys at Law

Charles E. Muller II
Brian A. Lebensburger
Michael P. Schwartz

of counsel
Dale A. Heckerling

7385 Galloway Road
Suite 200
Miami, Florida 33173
Telephone: 305-670-6770
Fax: 305-670-6769

Writer's Direct Extension: 290

December 22, 2008

Via Federal Express

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

**Re: Hialeah Speedway, LLC
Fat Deer Key, LLC**

Dear Sir or Madam:

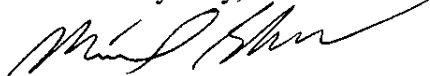
Enclosed please find the Articles of Organization of each of Hialeah Speedway, LLC and Fat Deer Key, LLC, and a letter from each of Hialeah Speedway, Limited and Fat Deer Key, Limited, consenting to and authorizing Hialeah Speedway, LLC and Fat Deer Key, LLC to use such names. I have also enclosed a check for \$250.00 for the costs for the filing fees.

Please return all correspondence concerning this matter to:

Michael P. Schwartz, Esq.
Muller & Lebensburger
7385 Galloway Road, Suite 200
Miami, FL 33173

If there are any questions regarding the above, I can be reached at (305) 670-6770.

Yours very truly,



MICHAEL P. SCHWARTZ

MPS:tp

Enclosures: as stated

C:\Lisa\Terry\Documents\ltr Sec State re filing ArtOrg 02.wpd

Fat Deer Key, Limited
4665 Ponce de Leon Blvd, Suite 2A
Coral Gables, Florida 33146

December 22, 2008

Secretary of State of the
State of Florida
409 E. Gaines Street
Tallahassee, FL 32399

Re: **Fat Deer Key, LLC**

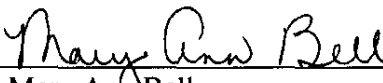
Dear Sir or Madam:

Please be advised that, in accordance with Florida Statutes §608.406(2), Fat Deer Key, Limited, a Florida limited partnership, consents to and grants authority for Fat Deer Key, LLC to register and file with the Division of Corporations of the Department of State the attached Articles of Organization of Fat Deer Key, LLC, and to use the name "Fat Deer Key, LLC."

Very truly yours,

FAT DEER KEY, LIMITED

By: FAT DEER KEY MANAGEMENT CORP. II,
a General Partner


By: Mary Ann Bell
Its: President

Enclosure: as stated.

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
FAT DEER KEY, LLC

The undersigned hereby certifies the following for purposes of forming a limited liability company under the laws of the State of Florida. The following Articles shall be the charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be FAT DEER KEY, LLC.

ARTICLE II

ADDRESS

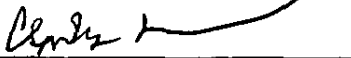
The mailing address and street address of the principal office of this limited liability company shall be 4665 Ponce de Leon Blvd., Suite 2A, Miami, Florida 33146.

ARTICLE III

INITIAL REGISTERED AGENT

The initial registered agent and the street address of the initial registered agent of the limited liability company shall be Charles E. Muller II, 7385 Galloway Road, Suite 200, Miami, Florida 33173.

Executed by the undersigned at Miami, Florida, this 22nd day of December, 2008.



Charles E. Muller II, authorized representative of a
member of FAT DEER KEY, LLC

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TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

In compliance with Section 608.415 of the Florida Limited Liability Company Act, the following is submitted in compliance with said statute:

That FAT DEER KEY, LLC has named Charles E. Muller II, whose address is 7385 Galloway Road, Suite 200, Miami, Florida 33173, as its registered agent to accept service of process within Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above-stated limited liability company at the place designated in this certificate, the undersigned hereby states that he is familiar with and accepts the obligations of that position.

Dated this 22nd day of December, 2008.



Charles E. Muller II

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TALLAHASSEE FLORIDA