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Division of Corporations Page 1 of 1

Florida Department of State
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MERGER OR SHARE EXCHANGE
Palm Beach International Raceway, LLC

Certificate of Status	0
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Page Count	03
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14 SEP 30 AM 10:07
SECRETARY OF STATE
PALM BEACH COUNTY, FLORIDA

**STATE OF FLORIDA
ARTICLES OF MERGER OF
MOROSO INVESTMENT PARTNERS, LLC (FL)
WITH AND INTO
PALM BEACH INTERNATIONAL RACEWAY, LLC (FL)**

Pursuant to Section 1025 of the Florida Revised Limited Liability Company Act (Chapter 605, Florida Statutes), each of the undersigned merging entities executed the following Articles of Merger:

FIRST: *The name of the entity being merged into the surviving limited liability company is Moroso Investment Partners, LLC, a limited liability company organized under the laws of the State of Florida.*

SECOND: *The name of the surviving entity is Palm Beach International Raceway, LLC, a limited liability company organized under the laws of the State of Florida.*

THIRD: *The Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by the surviving limited liability company and the merging limited liability company in accordance with the provisions of Sections 605.1021-605.1026 of the Florida Revised Limited Liability Company Act. No member, as a result of the merger, will have interest holder liability under Section 605.1023(1)(b) of the Florida Revised Limited Liability Company Act.*

FOURTH: *Pursuant to the Agreement and Plan of Merger, the name and Articles of Organization of Palm Beach International Raceway, LLC, the surviving limited liability company that is in existence prior to the merger, shall remain unchanged. No amendment to the Articles of Organization of the surviving limited liability company shall be made in connection with the merger.*

FIFTH: *The surviving entity agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061-605.1072 of the Florida Revised Limited Liability Company Act.*

SIXTH: *The merger is to become effective on the date of filing.*

SEVENTH: *The Agreement and Plan of Merger is on file at 825 Parkway Street, Suite 4, Jupiter, Florida 33477, the principal place of business of the surviving limited liability company.*

EIGHTH: *A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the surviving limited liability company.*

[Signature page follows]

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IN WITNESS WHEREOF, each of the undersigned merging entities has caused these Articles of Merger to be executed by its respective authorized representative, this 30 day of September, 2014.

MOROSO INVESTMENT PARTNERS, LLC
a Florida limited liability company

By: 
Joseph G. Eubeck, Manager

PALM BEACH INTERNATIONAL RACEWAY,
LLC
a Florida limited liability company

By: _____
Jason Rittenberry, President, and
Chief Executive Officer

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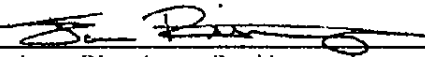
H14000229330

IN WITNESS WHEREOF, each of the undersigned merging entities has caused these Articles of Merger to be executed by its respective authorized representative, this 30 day of September, 2014.

MOROSO INVESTMENT PARTNERS, LLC
a Florida limited liability company

By: _____
Joseph G. Lubeck, Manager

PALM BEACH INTERNATIONAL RACEWAY,
LLC
a Florida limited liability company

By:  _____
Jason Rittenberry, President, and
Chief Executive Officer