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1927-1981

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OF COUNSEL
STANLEY D. GOTTSEGEN †

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BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

O BOARD CERTIFIED REAL ESTATE LAWYER

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X MEMBER OF N.Y. BAR
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PLEASE REPLY TO:

Boca Raton

FILE NO.:

BDHAI-0002

L97000000602

May 28, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

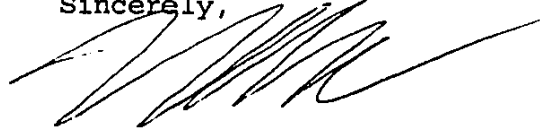
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-05/30/97--01081--008
****293.75 ****293.75

Re: Articles of Organization
RACEDAY MARKETING, L.C.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Organization and a check in the amount of \$293.75 representing the filing fee, registered agent designation and a certificate of status. Please forward evidence of filing to the undersigned using the enclosed self-addressed, prepaid envelope.

Sincerely,



William S. Kramer

WSK/smb
Enclosures

cc: Stanley D. Gottsegen, Esq.

97 MAY 30 PM 3:50

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

PP
6.3.97

ARTICLES OF ORGANIZATION
OF
RACEDAY MARKETING, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 30 PM 3:50

The undersigned initial member of RACEDAY MARKETING, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

RACEDAY MARKETING, L.C.

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

c/o BDH Associates, Inc.
c/o William Hoffman, President
7204 Mandarin Drive
Boca Raton, Florida 33433

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of this Company is:

c/o BDH Associates, Inc.
c/o William Hoffman, President
7204 Mandarin Drive
Boca Raton, Florida 33433

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The name and the street address of the registered agent of this Company in the State of Florida shall be:

Stanley D. Gottsegen, Esq.
Abrams, Anton, Robbins, Resnick & Schneider, P.A.
One Boca Place, Suite 411-E
2255 Glades Road
Boca Raton, FL 33431-7383

ARTICLE V. DURATION

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and shall continue until May 15, 2047, unless otherwise dissolved pursuant to Article IX of these Articles of Organization.

ARTICLE VI. MANAGEMENT

The Limited Liability Company is to be managed by its members. The name and address of the initial managing member is set forth below. The initial managing member shall serve as manager until the first annual meeting of members or until its successors are elected and qualified.

BDH Associates, Inc.
c/o William Hoffman, President
7204 Mandarin Drive
Boca Raton, Florida 33433

ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of all the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations, if any, and

such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of all the members holding membership interests of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

**ARTICLE IX. RIGHT TO CONTINUE BUSINESS/
DISSOLUTION OF COMPANY**

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the regulations, if any, of the Company, any other agreement governing the operation of the Company, or under the Act, the Company shall be dissolved

unless the members elect to continue the Company, either upon the affirmative vote of all of the members of the Company, which vote is taken at a duly called meeting of the members, or by written consent of all of the members of the Company.

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of all of the members of the Company.

ARTICLE XII. REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of all of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of all of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has
executed the foregoing Articles of Organization as of this 21st day
of May, 1997.

INITIAL MEMBER:

BDH Associates, Inc., a
Florida corporation

By: William Hoffman
WILLIAM HOFFMAN, President

31441

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 30 PM 3:50

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

RACEDAY MARKETING, L.C.

2. The name and address of the registered agent and office is:

**Stanley D. Gottsegen, Esq.
Abrams, Anton, Robbins, Resnick & Schneider, P.A.
One Boca Place, Suite 411-E
2255 Glades Road
Boca Raton, FL 33431-7383**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.


Stanley D. Gottsegen, Esq.

Date:

5/21/97

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
RACEDAY MARKETING, L.C. deposes and says:

- 1) the above named limited liability company has
at least two members
- 2) the total amount of cash contributed by the
member(s) is \$1,000
- 3) if any, the agreed value of property other
than cash contributed by member(s) is \$ N/A
A description of the property is attached
and make a part hereto.
- 4) the amount of cash or property anticipated
to be contributed by member(s) is \$ _____
- 5) the total amount of 2, 3, and 4 is \$1,000

William A. Hoffman
William Hoffman, as President
of BDH Associates, Inc.,
Initial Managing Member

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21st
day of May, 1997, by William Hoffman, as President of
BDH Associates, Inc., who is personally known to me, or has
produced _____ as identification.

[Signature]
Notary Public

My Commission Expires:

