

L97000000602

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MAYNARD ABRAMS
1916-1992

PAUL S. ANTON
1927-1981

MILTON S. BLAUT X
ALAN S. COHN X
MAURICE M. GARCIA
GENE K. GLASSER X
WILLIAM S. KRAMER O X
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD ROBBINS
KENNETH A. RUBIN
REUBEN M. SCHNEIDER O X
PETER R. SIEGEL
JACK F. WEINS
DAVID WEISMAN O

EDWARD S. RESNICK (RET.)

OF COUNSEL
STANLEY D. GOTTSEGEN X

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

O BOARD CERTIFIED REAL ESTATE LAWYER

X MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
X MEMBER OF OHIO BAR

2021 TYLER STREET
POST OFFICE BOX 220010
HOLLYWOOD, FLORIDA 33022-9010

ONE BOCA PLACE * SUITE 411E
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383

TELEPHONES
HOLLYWOOD (954) 921-5500
FAX: (954) 925-7013
BOCA RATON & DELRAY
(561) 994-2212
(561) 994-2772
FAX: (561) 997-8494
NORTH BROWARD (954) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (561) 833-4710

PLEASE REPLY TO:
Boca Raton

FILE NO.:

400002275224--6

-08/14/97--01104--002

August 12, 1997 *****52.50 *****52.50

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

Re: RACEDAY MARKETING, L.C.

Dear Sir or Madam:

Enclosed are one original and one copy each of the Certificate of Amendment and the Amended and Restated Articles of Organization for the above-referenced limited liability company, two checks totaling 105.00 representing the filing fees, and one check for \$7.50 for a certificate of good standing. Please forward evidence of filing and the certificate of good standing to the undersigned using the enclosed self-addressed, prepaid envelope.

Sincerely,

William S. Kramer

William S. Kramer/SB

WSK/smb
Enclosures

cc: Stanley D. Gottsegen, Esq.
RaceWay Marketing, L.C.

*Amend
SB*

CERTIFICATE OF AMENDMENT
OF
RACEDAY MARKETING, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 14 AM 9:28

The undersigned initial member of RACEDAY MARKETING, L.C., a Florida limited liability company hereby files this Certificate of Amendment, amending its Articles of Organization. The original name of the limited liability company was RACEDAY MARKETING, L.C. The date of filing of the Articles of Organization was May 30, 1997. The Articles of Organization are hereby amended in the following manner:

1. The name of the limited liability company is RACEWAY MARKETING, L.C.

2. The initial member of the limited liability company is ROADWEAR, INC., a Florida corporation.

3. The mailing address and street address of the company is:

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

4. Article VI is hereby deleted in its entirety, and there is inserted in lieu thereof, the following:

"ARTICLE VI. MANAGEMENT

The limited liability company is to be managed by managers. The names and addresses of the managers who are to serve until the first annual meeting of members or until their successors are elected and qualify are:

William A. Hoffman
7204 Mandarin Drive
Boca Raton, Florida 33433

George Burmeister
7204 Mandarin Drive
Boca Raton, Florida 33433"

5. Articles VII, VIII, IX, XI and XII are hereby amended to provide that each of the acts described in said Articles shall require the affirmative vote of members holding a majority of the membership interests of the company.

DATED August 9, 1997.

William A. Hoffman
William A. Hoffman, Manager

L970000000602

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

MILTON S. BLAUT X
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August 12, 1997

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Sincerely,

William S. Kramer

William S. Kramer/58

WSK/smb
Enclosures

cc: Stanley D. Gottsegen, Esq.
RaceWay Marketing, L.C.

Sent via
advised of
future fee.

ESTABLISHED IN 1947

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-08/14/97--01104--001
*****52.50 *****52.50

000002267350--3
-08/14/97--01104--001
*****52.50 *****52.50

000002267350--3
-08/14/97--01104--003
*****7.50 *****7.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 14 AM 9:37

Amended +
Restated

8/25/97

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

OF

RACEWAY MARKETING, L.C.

Duly executed and filed pursuant to 608.411

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 14 AM 9:37

The undersigned initial member of RACEWAY MARKETING, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby files its Amended and Restated Articles of Organization. The original date of filing of the Articles of Organization was May 30, 1997. The original name of the Company was RACEDAY MARKETING, L.C.

ARTICLE I. COMPANY NAME

The name of this Company is:

RACEWAY MARKETING, L.C.

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

c/o Roadwear, Inc.
c/o William A. 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 Roadwear, Inc.
c/o William A. 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:

William S. Kramer, Esq.
Abrams Anton 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 Company is to be managed by Managers. The names and addresses of the Managers who are to serve until the first annual meeting of members or until their successors are elected and qualify are:

William A. Hoffman
7204 Mandarin Drive
Boca Raton, Florida 33433

George Burmeister
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 the members holding a majority in interest of 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 the members holding a majority in interest of 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 the members holding a majority in interest of membership interests 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 the members holding a majority in interest of membership interests of the Company, which vote is taken at a duly called meeting of the members, or by written consent of the members holding a majority in interest of membership interests 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 the members holding a majority in interest of membership interests of the Company which vote is taken at a duly called meeting of the members or by written consent of the members holding a majority in interest of membership interests 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 the members holding a majority in interest of membership interests of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of the members holding a majority in interest of membership interests of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Amended and Restated Articles of Organization as of this 9th day of August, 1997.

INITIAL MEMBER:

ROADWEAR, INC., a
Florida corporation

By:


William A. HOFFMAN,
President

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

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.

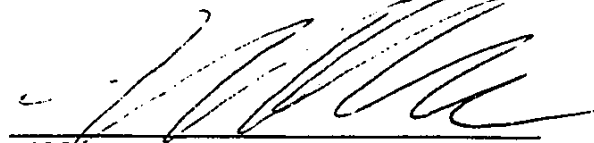
1. The name of the limited liability company is:

RACEWAY MARKETING, L.C.

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

William S. Kramer, Esq.
Abrams Anton 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.



William S. Kramer, Esq.

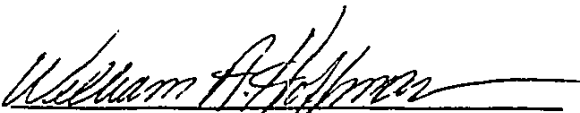
Date:

8/9/97

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

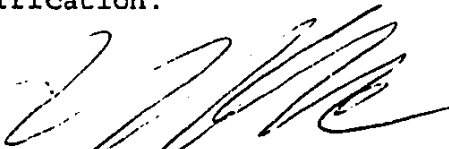
The undersigned member or authorized representative of a member of RACEWAY MARKETING, L.C. deposes and says:

- 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, as President
of Roadwear, Inc.,
Initial Member

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

The foregoing instrument was acknowledged before me this 9th
day of August, 1997, by William A. Hoffman, as President
of Roadwear, Inc., who is personally known to me, or has produced
_____ as identification.


Notary Public

My Commission Expires:

