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

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

◇ BOARD CERTIFIED REAL ESTATE LAWYER

PLEASE REPLY TO:

Boca Raton
FILE NO.:

November 3, 1997

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

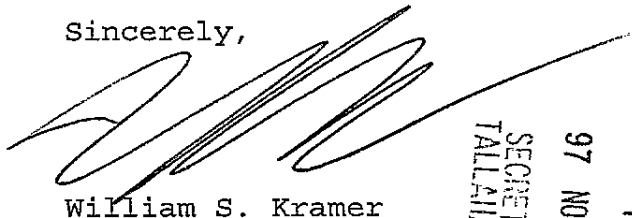
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-11/05/97-01030--003
*****52.50 *****52.50

Re: RACEWAY MARKETING, L.C.

Dear Sir or Madam:

Enclosed please find one original with a copy of the Amended and Restated Articles of Organization for the above-referenced limited liability company, along with our check in the amount of \$52.50 representing the filing fee. Please forward evidence of filing to the undersigned using the enclosed self-addressed, prepaid envelope.

Sincerely,


William S. Kramer

Name	
Availability	WSK/amb
Document	Enclosures
Examiner	DCC
cc:	Stanley D. Gottsegen, Esq.
Under	RaceWay Marketing, L.C.
Manager	
Verifier	CC
Adm. Asst.	CC
W. P. Asst.	CC

FILED
97 NOV -5 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L 970000000 602

ESTABLISHED IN 1947

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

OF

RACEWAY MARKETING, L.C.

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:

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TALLAHASSEE, FLORIDA

William S. Kramer, Esq.
Abrams Anton P.A.
One Boca Place, Suite 411-E
2255 Glades Road
Boca Raton, FL 33431-7383

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TALLAHASSEE, FLORIDA

ARTICLE V. DURATION

In accordance with Section 608.409(1) of the Florida Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of its members or pursuant to Article IX of these Articles of Organization.

ARTICLE VI. MANAGEMENT

The 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 qualify.

Roadwear, Inc.
c/o William A. 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 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 a majority in interest of the members holding membership interests of the Company (excluding the membership interests sought to be transferred of the member seeking to transfer all or part of his interest in 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. The rights of the assignee shall be subject to 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

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TALLAHASSEE, FLORIDA

time.

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

Upon the death, retirement, resignation, expulsion, 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 a majority in interest of the members of the Company, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent 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 a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent 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 a majority in interest 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 the members 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 Oct.

INITIAL MEMBER:

ROADWEAR, INC., a
Florida corporation

By: William A. Hoffman
William A. HOFFMAN,
President

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97 NOV -5 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: _____

10/9/97

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 \$ 00
- 5) the total amount of 2, 3, and 4 is \$ 00

William A. Hoffman
William A. Hoffman, as President
of Roadwear, Inc.,
Initial Member

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97 NOV -5 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

[Signature]
Notary Public

My Commission Expires:

