

L98000000319



THE UNITED STATES
CORPORATION
COMPANY

90 AUG 26 PM 4:14

ACCOUNT NO. : 072100000032
DIVISION OF CORPORATION

REFERENCE : 939303 4804484

AUTHORIZATION :

COST LIMIT : \$105.00

Patricia T. J...

ORDER DATE : August 25, 1998

ORDER TIME : 2:39 PM

ORDER NO. : 939303-005

CUSTOMER NO: 4804484

CUSTOMER: Ms. Jen Dombrowski
Wolf Block Schorr And
Packard Bldg. 13th Floor
15th & Chestnut Streets
Philadelphia, PA 19102

CM

RECEIVED BY MAIL
FBI PHILADELPHIA

90 AUG 26 AM 10:59

FILED

DOMESTIC AMENDMENT FILING

NAME: FAIRGROUNDS GP, LLC

900002626139--7

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

FAIRGROUNDS GP, LLC

(Present name)

(A Florida Limited Liability Company)

FILED
99 AUG 24 PM 10:59
CLERK OF CIRCUIT COURT
IN FLORIDA
JANUARY 1, 1999

FIRST: The date of filing of the articles of organization was March 16, 1998.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Withdrawing Members:
Murray H. Goodman

Robert M. Segal, Trustee Under Indenture
of Trust of Murray H. Goodman, dated as
of March 10, 1998 (Fairgrounds Trust).

Adding New Member:

151 Worth Avenue Partnership, Ltd.
c/o The Goodman Company
777 South Flagler Drive
West Palm Beach, FL 33401

Adding Manager:

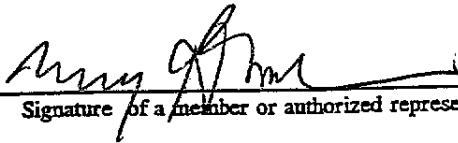
Goodman Properties, Inc.
c/o The Goodman Company
777 S. Flagler Drive
West Palm Beach, FL 33401

Dated August 24, 19 98.

151 WORTH AVENUE PARTNERSHIP, LTD.

By: Its general partner, North Worth LLC

By:


Signature of a member or authorized representative of a member

Murray H. Goodman, member

Typed or printed name of person signing