



THE UNITED STATES
CORPORATION
COMPANY

M97000000552

ACCOUNT NO. : 072100000032

REFERENCE : 510769 7130633

AUTHORIZATION : 300002282283--4

COST LIMIT : \$ PPD

-09/02/97--01059--016
*****285.00 *****285.00

ORDER DATE : August 27, 1997

ORDER TIME : 11:17 AM

ORDER NO. : 510769-005

CUSTOMER NO: 7130633

CUSTOMER: Ms. Suzanne Thompson
International Speedway
1801 West International
Speedway Boulevard
Daytona Beach, FL 321141243

G. TAX 250.00
FILING 35.00
R. AGENT FEE 8.75
C-COPY 293.75
TOTAL
N. BANK
BALANCE DUE
RECEIVED

FOREIGN FILINGS

5471A00043267

NAME: HOMESTEAD-MIAMI SPEEDWAY, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

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DIVISION OF CORPORATIONS
97 AUG 27 PM 4:05

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BRL

8/27/97

97 AUG 27 PM 3:29

300002282283--4
-09/02/97--01059--017
*****8.75 *****8.75

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:*

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1. HOMESTEAD-MIAMI SPEEDWAY, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware 3. 65-0770539
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. JULY 18, 1997 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. July 23, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. One Speedway Boulevard
Homestead, Florida 33035
(Street address of principal office)

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8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:
<u>Rafael A. Sanchez</u>	<u>MGRM</u>
<u>One Speedway Boulevard</u>	
<u>Homestead, FL 33035</u>	
<u>Penske Motorsports, Inc. MGRM</u>	
<u>c/o Penske Corporation</u>	
<u>13400 Outer Drive, West</u>	
<u>Detroit, MI 48239-4001</u>	
<u> </u>	
<u> </u>	

NAME & ADDRESS:	TITLE:
<u>Wayne Huizenga</u>	<u>MGRM</u>
<u>200 South Andrews Avenue, 6th Floor</u>	
<u>Ft. Lauderdale, FL 33301</u>	
<u>Miami Speedway Corp. MGRM</u>	
<u>c/o International Speedway Corporation</u>	
<u>1801 West International Speedway Blvd.</u>	
<u>Daytona Beach, FL 32114-1243</u>	
<u> </u>	
<u> </u>	

971000862432

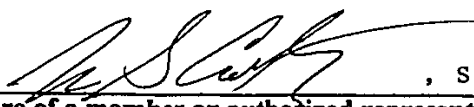
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of HOMESTEAD-MIAMI
SPEEDWAY, LLC 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 \$ 550,840.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 29,549,160.00
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 30,100,000.00
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 30,100,000.00

MIAMI SPEEDWAY CORP.

By: 

, Secretary

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

(W. Garrett Crotty)

Filing Fee: \$250.00 for Application and Affidavit

Attachment - 1

Property other than cash contributed by members:

Accounts Receivable	\$ 246,327.00
Prepaid Expenses	531,486.00
Fixed Assets	26,942,639.00
Intangible Assets	32,698,296.00
Current Liabilities	(2,675,403.00)
Long-term debt	<u>(28,194,185.00)</u>
Net Amount	<u>\$ 29,549,160.00</u>

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

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

HOMESTEAD-MIAMI SPEEDWAY, LLC

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

Glenn R. Padgett, Esq.

(Name)

1801 West International Speedway Boulevard
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Daytona Beach, Florida 32114

(City/State/Zip)

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.


(Signature)

August 26, 1997

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOMESTEAD-MIAMI SPEEDWAY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8622864

DATE: 08-26-97