

M 98000001257

Equibase Company
Requestor's Name

40 East 52nd St.
Address

New York, N.Y. 10022
City/State/Zip Phone #

400002673124--6
-10/27/98--01030--004
***285.00 ***285.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Equibase Company LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CM

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials	
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

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

1. **EQUIBASE COMPANY 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. **KENTUCKY**
(Jurisdiction under the law of which foreign limited liability company is organized)

3. **13-3561965**
(FEI number, if applicable)

4. **OCTOBER 1ST, 1998**
(Date of Organization)

5. **PERPETUAL**
(Duration: Year limited liability company will cease to exist or "perpetual")

6. **OCTOBER 1ST, 1998**
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. **40 EAST 52ND STREET, 15TH FLOOR**
NEW YORK, NY 10022
(Street address of principal office)

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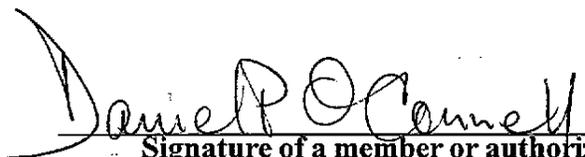
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>The Jockey Club Racing</u>	<u>MEMBER</u>	_____	_____
<u>Services</u>		_____	
<u>821 Corporate Drive</u>		_____	
<u>Lexington, KY 40503</u>		_____	
_____		_____	
<u>Equibase Holding</u>		_____	
<u>Partners Limited</u>	<u>MEMBER</u>	_____	_____
<u>420 fair Hill Drive, Suite 1</u>		_____	
<u>Elkton, MD 21921</u>		_____	

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of EQUIBASE COMPANY 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 \$ 20,000 .
- 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 made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 20,000 .
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 \$ 20,000 .



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.)

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**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 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:

EQUIBASE COMPANY LLC

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

CORPORATION SERVICE COMPANY

(Name)

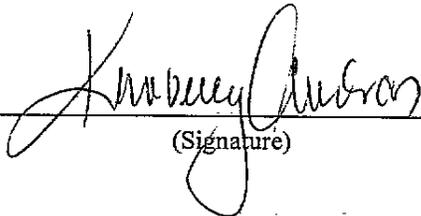
12-01 HAYES STREET

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

TALLAHASSEE, FL 32301

(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)

10/16/98

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent



John Y. Brown III
Secretary of State
Certificate of Existence

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

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TALLAHASSEE, FLORIDA

EQUIBASE COMPANY, LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is October 1, 1998.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 7th day of October, 1998.

John Y. Brown, III

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky