

Division of Corporations

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Florida Department of State  
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## FLORIDA PROFIT CORPORATION OR P.A.

## Offshore Racing Credit Corporation

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**ARTICLES OF INCORPORATION  
OF  
OFFSHORE RACING CREDIT CORPORATION  
(a Florida Corporation)**

The undersigned Incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under FS Section 607.0101 et seq., otherwise known as the Florida Business Corporation Act ("Act").

**ARTICLE I  
NAME**

The name of the Corporation is OFFSHORE RACING CREDIT CORPORATION ("Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 200 S. Biscayne Boulevard, Suite 2950, Miami, Florida.

**ARTICLE III  
REGISTERED AGENT**

The name and address of the initial registered agent of the Corporation is:

<u>Name</u>	<u>Address</u>
Franklin H. Caplan	200 South Biscayne Boulevard, Suite 2950 Miami, Florida 33131

**ARTICLE IV  
AUTHORIZED SHARES**

**Section 1. Authorized Capital Stock.** The total authorized shares of capital stock of the Corporation shall consist of one thousand (1000) shares of Common Stock, par value of \$1.00 per share.

**Section 2. Common Stock.** The stockholders of the Corporation will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of stock held of record by such holder as of the record date for such meeting.

**ARTICLE V**  
**INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

**Name**

**Address**

Franklin H. Caplan

200 South Biscayne Boulevard,  
Suite 2950  
Miami, Florida 33131

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of shareholders and his successor or successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

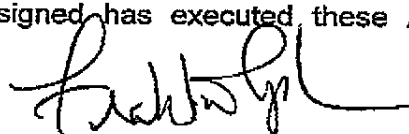
**Name**

**Address**

Franklin H. Caplan

200 S. Biscayne Blvd., #2950  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9<sup>th</sup> day of March, 2000.



Franklin H. Caplan, Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of OFFSHORE RACING CREDIT CORPORATION, as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of OFFSHORE RACING CREDIT CORPORATION.

Date: March 9, 2000

  
Franklin H. Caplan, Registered Agent

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