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TRANSMITTAL LETTER

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

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-03/22/00--01091--027
*****78.75 *****78.75

SUBJECT: SOUTHERN RACEWAY OF MILTON, FLORIDA, INC.

Enclosed is an original and one (1) copy of the Articles of
Incorporation and our check for \$ 78.75.

FROM:

MIKE H. ARNOLD
9325 Nichols Lake Road
Milton, FL 32583-9488

FILED
2000 MAR 22 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK 3/28

ARTICLES OF INCORPORATION

OF

SOUTHERN RACEWAY OF MILTON, FLORIDA, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SOUTHERN RACEWAY OF MILTON, FLORIDA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 9325 Nichols Lake Road, Milton, FL 32583-9488.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred (100) Shares.

ARTICLE IV REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MIKE H. ARNOLD

9325 Nichols Lake Road

Milton, FL 32583-9488

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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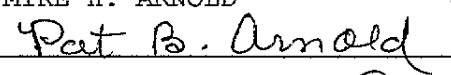
ARTICLE V INCORPORATORS

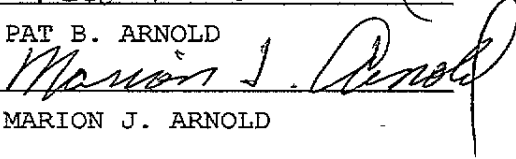
The names and street addresses of the incorporators to these Articles of Incorporation is:

MIKE H. ARNOLD	PAT B. ARNOLD	MARION J. ARNOLD
1245 S. Hwy. 95A	1300 Jacks Branch Rd.	1300 Jacks Branch Rd.
Cantonment, FL 32533	Cantonment, FL 32533	Cantonment, FL 32533

The undersigned incorporators have executed these Articles of Incorporation this _____ day of _____.


MIKE H. ARNOLD


PAT B. ARNOLD


MARION J. ARNOLD

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The Name of the corporation is: SOUTHERN RACEWAY OF MILTON, FLORIDA, INC..

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

MIKE H. ARNOLD

9325 Nichols Lake Road

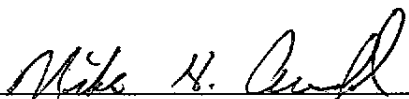
Milton, FL 32583-9488

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



MIKE H. ARNOLD

Date: 3-13-2000