

70000081554
TEW, ZINOBER, BARNES, ZIMMET & UNICE, L.L.P.
ATTORNEYS AT LAW

JOEL R. TEW
FREDRIC S. ZINOBER
ROBERT L. BARNES, JR.
ALAN S. ZIMMET
T. R. UNICE, JR.
ANDREW J. SALZMAN
LEE WM. ATKINSON
DONNA J. FELDMAN

CLEARWATER OFFICE
PRESTIGE PROFESSIONAL PARK
2655 McCORMICK DRIVE
CLEARWATER, FLORIDA 33759

HERNANDO OFFICE
7361 FOREST OAKS BLVD.
SPRING HILL, FLORIDA 34606

CLEARWATER OFFICE
(727) 799-2882

FAX
(727) 726-0058
(727) 799-6794
(727) 799-0833

BRET T. JARDINE
ROBERT E. HEYMAN
JOSEPH A. CORSMEIER
RICHARD C. MILLIAN
THERESA A. DEEB
NICOLE E. WEISS
JOSEPH H. GRAVES
TONY J. TUNTASIT
ELITA D. COBBS

PLEASE REPLY TO:
P.O. BOX 5124
CLEARWATER, FLORIDA 33758
TELEPHONE: (727) 799-2882

HERNANDO OFFICE
(352) 686-5918
FAX
(352) 686-0701

OF COUNSEL:
STEPHANIE A. VAUGHAN
LARRY J. GONZALES

Web site: www.tzbzu.com

E-mail: lschumacher@tzbzu.com

August 23, 2000

VIA FEDERAL EXPRESS

800003371998--2

-08/24/00--01077--003

*****78.75 *****78.50

Division of Corporations
Department of State
The Capitol
P. O. Box 6327
Tallahassee, FL 32314

Re: Race Track Development Company, Inc.

Gentlemen:

Enclosed is the original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.75 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE

Linda B. Schumacher
Linda B. Schumacher

LBS/me

Enclosures

FILED
00 AUG 24 AM 11:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN AUG 29 2000

**ARTICLES OF INCORPORATION
FOR
RACE TRACK DEVELOPMENT COMPANY, INC.**

FILED
00 AUG 24 AM 11:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation shall be Race Track Development Company, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Joel R. Tew, Esquire, Tew, Zinober, Barnes, Zimmet & Unice, L.L.P. The street address of the initial registered office of the corporation for service of process shall be 2655 McCormick Drive, Clearwater, Florida 33759.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have one director. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial director of the corporation is:

Geoffrey C. Weber

221 Turner Street
Clearwater, FL 33756

ARTICLE VII - INCORPORATOR

The name and address of each incorporator of the corporation is

Geoffrey C. Weber

221 Turner Street
Clearwater, FL 33756

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 221 Turner Street, Clearwater, Florida 33756. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES


The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance

with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of August, 2000.

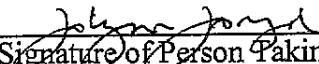


Geoffrey C. Weber

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of August, 2000, by Geoffrey C. Weber, who is personally known to me.



Signature of Person Taking Acknowledgment

Jo Lynn Jorczak

Name of Acknowledger Typed, Printed or Stamped

(NOTARY SEAL)

Notary Public, State of Florida
CC886794 Expires 2/17/2004

Notarial Serial Number



Jo Lynn Jorczak
MY COMMISSION # CC886794 EXPIRES
February 17, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

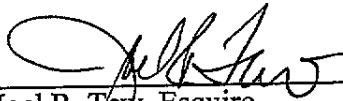


Jo Lynn Jorczak
MY COMMISSION # CC886794 EXPIRES
February 17, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Race Track Development Company, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 22nd day of August, 2000.

Tew, Zinober, Barnes, Zimmet & Unice, L.L.P.

By: 
Joel R. Tew, Esquire
Tew, Zinober, Barnes, Zimmet & Unice, L.L.P.
P. O. Box 5124
2655 McCormick Drive
Clearwater, FL 33758-5124
(727) 799-2882

FILED
00 AUG 24 AM 11:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA