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ACCOUNT NO. : 072100000032

REFERENCE :

COST LIMIT : S /22.300

ORDER DATE : 5-12-97

ORDER TIME : 11:00

ORDER NO. :

CUSTOMER NO: 305-944-9100 -----

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CUSTOMER: Soft Miller

DOKESTIC FILING

NAME: North Dade Fairgrounds, Frc.

XY ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X Y CERTIFIED COPY
PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel Leggett EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF

NORTH DADE FAIRGROUNDS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NORTH DADE FAIRGROUNDS, INC.

The address of the principal office of this corporation shall be 12705 Northwest 42nd Avenue, Miami, Florida 33054, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having 1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

SCOTT MILLER DIR.

12705 NORTHWEST 42ND AVENUE MIAMI, FLORIDA 33054

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 13, 1997.

CORPORATION SERVICE COMPANY

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Its Agent, GAIL SHELBY

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: <u>Saciohelly</u>

Its Agent, GAIL SHELBY