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July 12, 1999

OF COUNSEL:
CHARLES F. DUDLEY

GOVERNMENTAL CONSULTANTS:
PATRICK R. MALOY
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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-07/13/99--01001--022
*****70.00 *****70.00

RE: Articles of Incorporations for Florida Racing Services, Inc.

Dear Secretary of State:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 for the filing fee regarding the following corporation:

Florida Racing Services, Inc.
215 South Monroe Street, Suite 420
Tallahassee, Florida 32301
(850) 681-6788

*Call Zana
when ready*

Thank you for your assistance and please feel free to contact us should you have any questions or concerns.

Sincerely,

Zana Raybon
Zana Raybon
Legal Secretary

/zr
enclosure

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99 JUL 12 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc 7/13

**ARTICLES OF INCORPORATION
OF
FLORIDA RACING SERVICES, INC.**

**ARTICLE I
NAME**

The name of the corporation is FLORIDA RACING SERVICES, INC..

**ARTICLE II
DURATION**

The corporate existence shall commence on the date of filing, and the duration of the corporation shall be perpetual.

**ARTICLE III
ADDRESS**

The principal office of the corporation in the State of Florida shall be located at:

215 South Monroe Street, Suite 420
Tallahassee, Florida 32301

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The address of its initial registered office and agent shall be:

Harold F. X. Purnell
215 South Monroe St., Suite 420
Tallahassee, Florida 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida. The corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

ARTICLE VI
CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 100 shares, each share having \$1.00 par value. The corporation, in the discretion and upon resolution of the Board of Directors, may at any time and from time to time issue and dispose of any of the authorized and unissued shares of stock of the corporation and may create optional rights to purchase or subscribe for shares of stock of the corporation. Such stock may be issued and disposed of for such kind and amount of consideration and to such persons, friends, and corporations, and such optional rights may be created, at once or other evidence of such rights issued, on such terms, at such prices, and in such manner as may be determined by resolution adopted by the Board of Directors, subject to any provision of law then applicable.

ARTICLE VII
INCORPORATION

The name and mailing address of the incorporator is as follows:

Herbert Tyner
215 South Monroe Street, Suite 420
Tallahassee, Florida 32301

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but in no event shall be less than one. The name and address of the initial board of directors is:

Herbert Tyner
215 South Monroe Street, Suite 420
Tallahassee, Florida 32301

Bernard L. Hartman
215 South Monroe Street, Suite 420
Tallahassee, Florida 32301

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director or former officer or director to the full extent permitted by law.

ARTICLE X
AMENDMENT AND BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered, in the manner provided in the bylaws of the corporation, to make, alter, amend and repeal the bylaws of the corporation in any respect not inconsistent with the laws of the State of Florida or with the Articles of Incorporation.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, these Articles of Incorporation and the bylaws of the corporation.

Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the action may be taken with the written consent of the holders of a majority of the stock, or a greater percentage where required by statute; provided that prompt notice must be given to all stockholders of the taking of corporate action without a meeting.

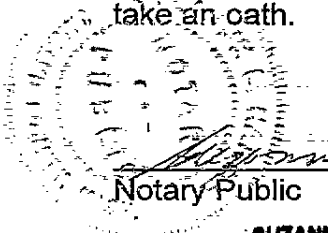

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein granted are subject to these reservations.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.


Herbert Tyner

STATE OF Michigan
COUNTY OF Dallard

The foregoing instrument was acknowledged before me this 9th day of July, 1999, by Herbert Tyner, who is personally known to me ~~or who~~ produced _____ (type of identification) and who did (~~did not~~) take an oath.



Notary Public

SUZANNE L. HARTWAY
NOTARY PUBLIC-OAKLAND CO, MI
MY COMMISSION EXPIRES Dec 8, 2003
Printed, Typed or Stamped

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAME OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FLORIDA RACING SERVICES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 215 South Monroe Street, Suite 420, Tallahassee, Florida 32301 and its registered office at, 215 South Monroe St., Suite 420, Tallahassee, Florida 32301 and has named as its agent Harold F. X. Purnell, 215 South Monroe St., Suite 420, Tallahassee, Florida 32301 to accept service of process within Florida.

Signature: _____

Title: Director/Incorporator

Date: July 9, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____

Title: Resident Agent

Date: July 12, 1999