

P99000067547



ACCOUNT NO. : 072100000032

REFERENCE : 696985 4336650

AUTHORIZATION :

COST LIMIT : \$ 43.75

FILED
00 MAY 15 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 15, 2000

ORDER TIME : 2:27 PM

ORDER NO. : 696985-005

CUSTOMER NO: 4336650

700003253627--1

CUSTOMER: Ms. Michelle E. Smith
Baker & Mckenzie
19th Floor
1200 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: CORAL SPRINGS RACEWAY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING **G. COULLETTE MAY 19 2000**

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

RECEIVED
00 MAY 15 PM 3:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 16, 2000

CSC

TALLAHASSEE, FL

SUBJECT: CORAL SPRINGS RACEWAY, INC.
Ref. Number: P99000067547

RESUBMIT

Please give original
submission date as file date.

We have received your document for CORAL SPRINGS RACEWAY, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 400A00027350

RECEIVED

00 MAY 18 PM 3:19

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CORAL SPRINGS RACEWAY, INC.,
a Florida Corporation**

(Original Articles of Incorporation
filed with the Secretary of State of
the State of Florida on July 29, 1999)

FILED
00 MAY 15 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME

The name of this corporation is CORAL SPRINGS RACEWAY, INC. and its principal and mailing address is 10611 Wiles Road, Coral Springs, Florida 33076.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Amended and Restated Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$0.001 par value common stock, which shall be designated "common shares".

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 11814 N.W. 53rd Court, Coral Springs, Florida 33076, and the name of the registered agent of this Corporation at that address is Ivie Sparaco.

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the directors of this Corporation are:

Elliot Levine	19605 Oak Brook Circle, Boca Raton, FL 33434
Ivie Sparaco	11814 N.W. 53 rd Court, Coral Springs, FL 33076

ARTICLE VII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the rights to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon

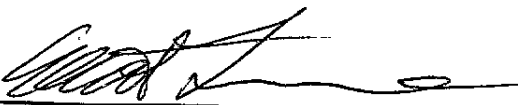
the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE VIII

INDEMNIFICATION

This corporation shall indemnify and may advance expenses to any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 10 day of May, 2000.


Elliot Levine, Chairman of the Board

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON
WHOM PROCESS MAY BE SERVED**

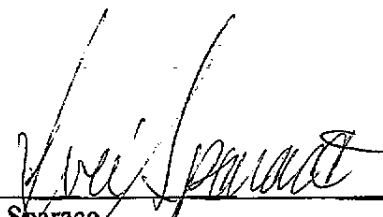
WITNESSETH

That CORAL SPRINGS RACEWAY, INC. desiring to Amend and Restated their Articles of Incorporation under the laws of the State of Florida, has named Ivie Sparaco as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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, and I accept the duties and obligations of Section 607-0505, Florida Statutes.

Dated this 10 day of May, 2000.


Ivie Sparaco

**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CORAL SPRINGS RACEWAY, INC.**

CORAL SPRINGS RACEWAY, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is CORAL SPRINGS RACEWAY, INC.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation, including provisions for: (i) changing the directors; and (ii) changing the registered agent.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted, approved and recommended for shareholder approval by the Corporation's Board of Directors, and approved by the sole shareholder of the Corporation, by the unanimous written consent of the sole shareholder and the Board of Directors of the Corporation dated May 10, 2000, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of May 10, 2000.

CORAL SPRINGS RACEWAY, INC.

By: 
Elliot Levine
Chairman of the Board