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March 19, 1998

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee FL 32314

600002465766-4

-03/24/98--01008--005

\*\*\*\*\*35.00 \*\*\*\*\*35.00

IN RE: Churchill Downs Realty, Inc. - Change of Registered Agent

Dear Sir/Madam:

Enclosed herein please find a Statement of Change of Registered Agent form being filed on behalf of Churchill Downs Realty, Inc. We ask that you file this document with your office and return a date-stamped copy or other evidence to our office for our records. For your convenience, we are enclosing herein a self-addressed, stamped envelope along with the \$35.00 filing fee.

If you have any questions about this filing, please contact the undersigned as soon as possible. Thank you for your assistance.

Very truly yours,

PORTER, WRIGHT, MORRIS & ARTHUR

By

*Karen F. Brumit*  
Karen F. Brumit, Paralegal

KFB:ksj  
Enclosures

DAYTON/0089234.01

VS MAR 26 1998

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RACHg.

# STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Churchill Downs Realty, Inc.

2. The mailing address of the corporation is: 7516 Churchill Downs Road  
Sarasota, Florida 34242

3. Date of incorporation/qualification: January 29, 1992 Document number: V10027

4. The name and address of the current registered agent and office:

Scott W. Dunlap

1819 Main Street, Suite 610

Sarasota, Florida 34236

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Marcia H. Holton

7516 Churchill Downs Road

Sarasota, Florida 34241

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

X Marcia H. Holton, Chairman of the Board  
(Signature of an officer, chairman or vice chairman of the board) (Date)

Marcia H. Holton, Chairman of the Board  
(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Marcia H. Holton  
(Signature of Registered Agent)

(Date)

Marcia H. Holton

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

\*\*\* FILING FEE: \$35.00 \*\*\*