

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF DISSOLUTION OF

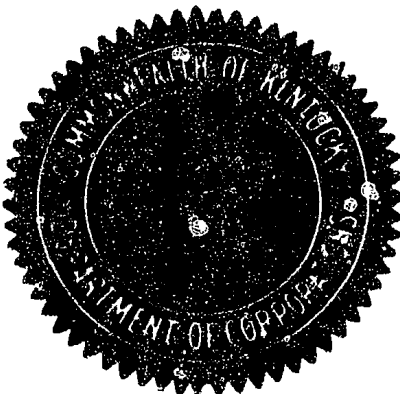
THE KENTUCKY JOCKEY CLUB, INCORPORATED

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Dissolution of

THE KENTUCKY JOCKEY CLUB, INCORPORATED

duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply with the statutes.

Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Dissolution of the aforesaid corporation.



Witness my official signature and seal of office this 29TH
day of DECEMBER 19 87, at Frankfort, Kentucky.

Drexell R. Davis

SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

413
DEC 29 1987
\$15.00
Suffell R. Dumas

ARTICLES OF DISSOLUTION
OF
THE KENTUCKY JOCKEY CLUB, INCORPORATED

We, Stanley Phillips, President and Stephen B. Manion, Assistant Secretary of The Kentucky Jockey Club, Incorporated, a Kentucky corporation, having been directed to wind up and dissolve the said corporation by majority vote of all shareholders do hereby certify that:

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First. The name of the Corporation is The Kentucky Jockey Club, Incorporated.

Second. The Corporation has heretofore filed with the Secretary of State a statement of intent to dissolve. Such statement was filed with the Secretary of State on August 26, 1987.

Third. That all debts, obligations, and liabilities of the Corporation have been either paid and discharged or otherwise adequately provided for.

Fourth. All the remaining property and assets of the Corporation have been distributed among said Corporation's shareholders in accordance with their respective rights and interests.

Fifth. Adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against the Corporation in any and all pending suits.

In witness whereof, we, Stanley Phillips, President and Stephen B. Manion, Assistant Secretary, acting for and on behalf of said Corporation have hereunto subscribed our names to be hereunto affixed this 11 day of December, 1987.

THE KENTUCKY JOCKEY CLUB, INCORPORATED

By: Stanley Phillips
Stanley Phillips, President

By: Stephen B. Manion
Stephen B. Manion, Assistant Secretary

Attest: Stephen B. Manion
Stephen B. Manion, Assistant Secretary

STATE OF NEW YORK)
) SS
COUNTY OF ERIE)

On the 16th day of December, 1987 before me personally came Stanley Phillips to me known, who, being by me duly sworn, did depose and say that he resides at 4763 Main Street, Snyder, New York 14226, that he is the President of The Kentucky Club, Incorporated, the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Barbara O. Kurtzman
Notary Public

BARBARA O. KURTZMAN
Notary Public, State of New York
Qualified in Erie County
My Commission Expires March 30, 1988

STATE OF NEW YORK)
) SS
COUNTY OF ERIE)

On the 15th day of December, 1987 before me personally came Stephen B. Marion to me known, who, being by me duly sworn, did depose and say that he resides at 167 Roycroft Boulevard, Snyder, New York 14226, that he is the Assistant Secretary of The Kentucky Club, Incorporated, the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Karen M. DeAeth
Notary Public

KAREN M. DEAETH
Notary Public, State of New York
Qualified in Erie County
My Commission Expires April 25, 1988

ACW13/14

Graydon Head & Ritchey

1900 Fifth Third Center,
511 Walnut Street
Cincinnati, Ohio 45202

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P. O. Box 6464
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Leslie A. Meek
John W. Warrington
Nelson Schwab, Jr.
Bruce I. Petrie
William H. Anderson
Joseph H. Head, Jr.
John L. Evans, Jr.
Robert L. Kreidler
William R. Hardy
Thomas A. Brennan
Robert S. Marriott
John A. Flanagan
Peter J. Strauss
Joseph E. Kane
Thomas A. Simons, Jr.
John J. Kropp
John B. Pinney
Glenn V. Whitaker
William J. Baechtold
James J. Cunningham**
Stephen L. Black

Susan Dlott Knowlton
Thomas W. Kahle
Henry O. Alexander, Jr.
Bruce A. Hoffman
Barbara Scott Biehn
Barbara A. Pantenburg
Michael A. Hirschfeld
Michael R. Barrett
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Eric C. Okerson
Bruce I. Petrie, Jr.
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C. Mark Bungard**
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David E. Fowler
John C. Greiner
Thomas L. Chabelman

Gerald F. O'Connell, Jr.
Robert J. Portman
Mary W. Schmalz
Margaret Weingarten Durkin
A. Christian Worrell III**
Monte Donald Kohlen
Stephanie J. Jones
Daniel C. Heyd
Paul L. Reynolds**

Of Counsel
Michael K. Keating
Robert A. Taft II

*Also admitted in
District of Columbia
**Also admitted in
Kentucky

December 28, 1987

FEDERAL EXPRESS

Ruth Ann Powers
Director
Commonwealth of Kentucky
Office of Secretary of State
Corporation Division
Capitol Building
Frankfort, Kentucky 40601

RE: The Kentucky Jockey Club, Inc.

Dear Ms. Powers:

Please find enclosed triplicate originals of articles of dissolution for the Kentucky Jockey Club, Inc. Also enclosed is a check for the filing fee in the amount of \$15.00. I would appreciate it if the articles could be filed prior to the end of the year. Thank you.

If I may be of any assistance please feel free to call me.

Sincerely,

GRAYDON, HEAD & RITCHEY


A. Christian Worrell, III

ACW/kc



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT 40601

DREXELL R. DAVIS
SECRETARY OF STATE

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

SECRETARY OF STATE (502) 564-2497
CORPORATE FILING (502) 564-2846
CORPORATION RECORDS (502) 564-7330

November 24, 1987

Graydon, Head & Ritchey
Attn: A. Christian Worrell, III
190C Fifth Third Center
511 Walnut Street
Cincinnati, OH 45202

RE: "The Kentucky Jockey Club, Incorporated"

Dear Mr. Worrell:

Under the provisions of Kentucky Law KRS 271A.465, ninety (90) days have elapsed since the Statement of Intent to Dissolve for the above-named corporation was forwarded to the Secretary of Revenue as provided in KRS 271A.425, and no notice that taxes are due has been filed with the Secretary of State by the Secretary of Revenue.

The corporation may submit triplicate originals of Articles of Dissolution to this office for filing (KRS 271A.460). The filing fee is \$15.00 (KRS 271A.630(15)).

Please do not hesitate to call if you have any questions.

Sincerely,

Ruth Ann Powers
Corporation Division Director

by:

Kim Bagwell
Corporation Clerk Principal