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Elaine N. Walker, Secretary of State Received and Filed:

11/14/2011 8:34 AM Fee Receipt: \$40.00

ARTICLES OF ORGANIZATION

OF

VALENTINE RACING, LLC

The undersigned, acting as organizers of a limited liability company under the Kentucky Limited Liability Company Act, Chapter 275 of the Kentucky Revised Statutes (the "Act"), adopts the following Articles of Organization for such limited liability company:

ARTICLE I

The name of the limited liability company shall be VALENTINE RACING, LLC.

ARTICLE II

The street address of the initial registered office of the limited liability company shall be 836 Tremont Ave, Lexington KY 40502, and the name of the initial registered agents of the limited liability company at that office shall be Joanie Morris.

ARTICLE III

The mailing address of the initial principal office of the limited liability company shall be 836 Tremont Ave, Lexington KY 40502.

ARTICLE IV

The limited liability company is to be managed by its members.

ARTICLE V

Except as otherwise provided by Kentucky law, no member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the limited liability company.

Dated this the 10 day of	November, 2011.
	dly
	JOANIE MORRIS, ORGANIZER
	RICHARD VALENTINE, ORGANIZER
CONSENT	OF INITIAL REGISTERED AGENT
The undersigned, Joanie Mo	orris, having been duly sworn, states as follows:
1. The undersigned rec	cognizes that this day Articles of Organization for VALENTINE
RACING, LLC are being filed with	the Secretary of State of the Commonwealth of Kentucky;
2. The undersigned re	cognized that in said Articles of Organization the undersigned
is named as the initial registered a	gent for VALENTINE RACING, LLC; and
3. The undersigned co	onsents to serve in the capacity of initial registered agent for
VALENTINE RACING, LLC un	til such time as such appointment is terminated or the initial
registered agent resigns.	JOANIE MORRIS
COMMONWEALTH OF KENTU	JCKY)
COUNTY OF FAYETTE	'
The foregoing document 2011, by Joanie Morris.	was acknowledged before me this londay of November
My Commission expires:	11.26.2012
	NOTARY PUBLIC

THIS INSTRUMENT PREPARED BY:

STOLL KEENON OGDEN PLLC 300 West Vine Street, Suite 2100 Lexington, Kentucky 40507 (859) 231-3000

Nick Nicholson