

F 99000001510

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PREMIERE RACING, INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

000002783110--6
-02/22/99--01109--008
*****78.75 *****78.75

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

PETER CRAIG
(Name of Person)

PREMIERE RACING INC
(Firm/Company)

41 ELM STREET
(Address)

MARBLEHEAD, MA 01945
(City/State/Zip)

W99-4486
p. 681

Should you need to call someone concerning this matter, please call:

PETER CRAIG at (781) 639-9545
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 23, 1999

PETER CRAIG
PREMIERE RACING, INC.
41 ELM STREET
MARBLEHEAD, MA 01945

SUBJECT: PREMIERE RACING, INC.
Ref. Number: W99000004486

We have received your document for PREMIERE RACING, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2,300.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 199A00008227



PREMIERE RACING INC

March 12, 1999

Mr. Lee Rivers
P.O. Box 6327
Tallahassee, FL 32314

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir:

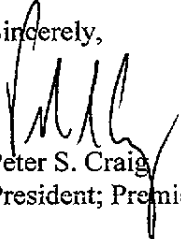
Pursuant to your conversation with my accountant, Louis Pelligrine, on March 11, 1999, I am providing you with the following information. As you know, Premiere Racing, Inc. is a foreign corporation (a Massachusetts corporation), that did business in Florida in the last two years. The business was a sailboat racing regatta which took place over a 6 day period only each year (January 19-24, 1997 and January 18-23, 1998).

Under Florida statute 607.1501, paragraph (j), it is my understanding that "conducting an isolated transaction that is completed within 30 days and that is not one in the course of repeated transactions of a like nature" is exempt from registering. Since I only had one 6-day transaction in each of the last two years, I believe that I am exempt.

I would, however, like to register in the state of Florida for future such ventures, from this point on. Therefore, please register me for 1999 and let me know if there are any additional forms or applications that I need to file.

Thank you very much for your courteous assistance in handling this matter. I appreciate all the time that you gave Louis in resolving this matter. If you have any additional questions, or I can be of any further assistance, please contact me at your earliest convenience.

Sincerely,




Peter S. Craig
President; Premiere Racing, Inc.

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss

March 12, 1999

Then personally appeared the above-named Peter Craig, know to me, who signed the forgoing affidavit in my presence and swore that the foregoing affidavit is true and complete in all respects and is the free act and deed of such person.



Norman J. Cadman Jr., Notary Public

My commission expires: March 22, 2002.

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. PREMIERE RACING, INC
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. MASSACHUSETTS 3. 04-3308572
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. APRIL 1, 1996 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 41 ELM STREET
MARBLEHEAD, MA 01945
(Current mailing address)

8. SEE ATTACHED ARTICLES OF ORGANIZATION
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)


Name: MICHAEL C. TOPPA

Office Address: 100 SW 15th Street

Ft. Lauderdale, Florida, 33315
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The Commonwealth of Massachusetts

D

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B)

COPY

ARTICLE I

The name of the corporation is:

PREMIERE RACING, INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To carry on the business of organizing, advertising, managing, promoting, financing, racing and generally dealing in sail boat races, contests, competitions, shows and displays of every type and description on any of the public or private waters of the world.

To construct, fit, equip, purchase, buy, own, sell and lease vessels of every type and description, however propelled and to operate, manage and navigate the same on any of the public or private waters of the world in any lawful undertaking or business.

To construct, fit, equip, purchase, buy, own, sell and lease buildings, machinery, dock slips, equipment and materials which are necessary or incidental to the business of the corporation.

Continued.

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OFFICE OF THE STATE
SECRETARY
TALLAHASSEE FLORIDA

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MAR 19 1996

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

PREMIERE RACING, INC.

ARTICLE II CONTINUED

COPY

To enter into mergers, limited partnerships, combinations or other relationships with other corporations, individuals or other types of business necessary, appropriate to, related to or ancillary to its business; to invest its assets and property in any manner or from which may be deemed advantageous or profitable to the aforementioned business.

To buy, sell, mortgage, convey, lease and deal generally in property both real and personal, as the same shall be necessary for the purpose of carrying on the business aforementioned.

To enter into contracts and similar other arrangements advantageous or necessary to said business; to borrow money and to mortgage or pledge equipment to secure such loans; to act as surety or guarantor or co-obligee on debts and undertakings of others and in general to enter into all financial arrangements appropriate to, incidental to, arising out of, or reasonably related to the conduct of the aforementioned business.

To do all things reasonably necessary, appropriate, or ancillary to the general conduct of the business of the corporation.

To carry on in connection with the foregoing any other business advantageous to the business of the Corporation and in general to do and perform every other act and thing and carry on every other business whether or not related to those referred to in the foregoing paragraphs and to use and exercise all the powers conferred by the Commonwealth of Massachusetts upon business corporations and to carry on any business or activity now or hereinafter permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 156B.

ARTICLE III

COPY

The types and classes of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	20,000	Common:	-0-	-0-
Preferred:	-0-	Preferred:	-0-	-0-

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

NONE

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

Any stockholder, including the heirs, assigns, executors or administrators or a deceased stockholder, desiring to sell, transfer or pledge such stock owned by him or them, shall first offer to the Corporation through the Board of Directors, in the following manner:

He shall notify the Directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators a majority may act in the absence of such arbitrator.

ARTICLE VI

*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Annual meeting may be held outside of Massachusetts.

Corporations may act as a partner in other ventures.

Directors may make amend or repeal the by-laws of the Corporation in whole or in part.

*If there are no provisions state "None".

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

PREMIERE RACING, INC.
Article V Continued

COPY

No share of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with but the Board of Directors may in any particular instance waive these requirements.

After the acceptance of the offer or the report of the arbitrators as to the value of the stock, the Directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right to purchase, the owner shall be at liberty to dispose of the same in any manner he may see fit.

530898
THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B)

SECRETARY OF
THE COMMONWEALTH
MAR 19 04 2 56
COMM.

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 200 having been paid, said articles are deemed to have been filed with me this 19th day of MARCH 1996.

Effective date: 4/1/96

COPY

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar, or no par stock, shall be deemed to have a par value of one dollar per share.

FILED
99 MAR 22 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

JOSEPH ROSSI, ESQUIRE

2120 COMMONWEALTH AVE., SUITE TEN

NEWTON, MASSACHUSETTS 02166

Telephone: 617-964-4472

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: PETER CRAIG

Address: 41 ELM STREET

MARBLEHEAD, MA 01945

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

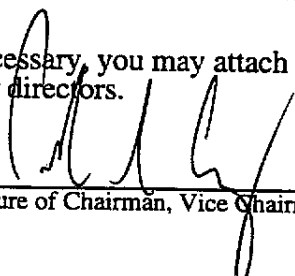
Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PETER CRAIG
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

December 30, 1998

To Whom It May Concern :

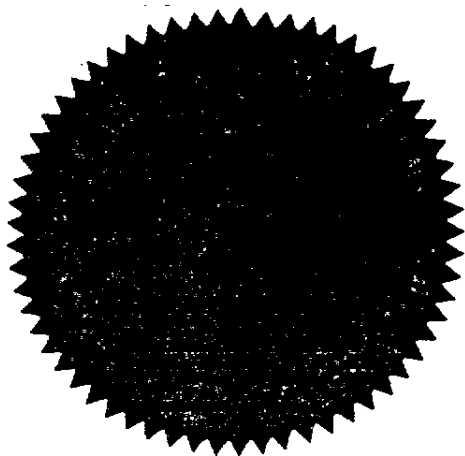
I hereby certify that,

Premiere Racing, Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **April 1, 1996**.

I also certify that so far as appears of record here, said corporation still has legal existence.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

