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NAME: FALLS RACING STABLES, INC.

AUDIT NUMBER.....H98000014165

DOC TYPE.....BASIC AMENDMENT

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Amendment  
7-31-98  
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H98000014165

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
FALLS RACING STABLES, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1005, Florida Statutes, Falls Racing Stables, Inc. a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation, as follows:

Article III is hereby amended to read:

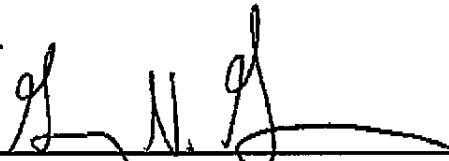
ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100,000 shares of Common Stock at \$.10 par value.

The foregoing Amendment to the Articles of Incorporation of was approved by the sole Incorporator of the Corporation on July 30, 1998 prior to the issuance of its shares of capital in accordance with Section 607.1005, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation, has executed these Articles of Amendment this 30th day of July, 1998.

  
\_\_\_\_\_  
Gary N. Gerson, Incorporator

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