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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

(Business Entity Name)

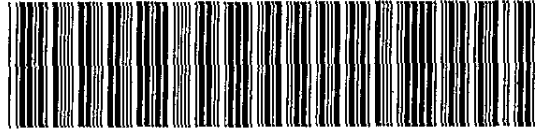
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUN - 7 PM 12:55

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Palm Beach Empress, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

John M. McTighe
(Name of Person)

Palm Beach Casino Line
(Firm/Company)

One East Eleventh Street, Suite 500
(Address)

Riviera Beach, FL 33404
(City/State and Zip code)

For further information concerning this matter, please call:

John M. McTighe at (561) 845-2101
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|--|

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**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. Palm Beach Empress, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

PBE, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 43-2050598
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 16, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One East Eleventh Street, Suite 500, Riviera Beach, FL 33404
(Principal office address)

One East Eleventh Street, Suite 500, Riviera Beach, FL 33404
(Current mailing address)

8. To engage in any lawful act or activity for which corporations
may be organized under the laws of Delaware and Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

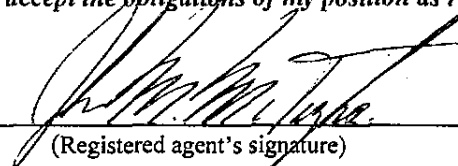
Name: John M. McTighe

Office Address: One East Eleventh Street, Suite 500

Riviera Beach, Florida 33404
(City) (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.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Francis W. Murray (Sole Director)

Address: 211 Benigno Boulevard, Suite 210

Bellmawr, NJ 08031

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
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B. OFFICERS

President: Francis W. Murray

Address: 211 Benigno Boulevard, Suite 210

Bellmawr, NJ 08031

Vice President: John M. McTighe

Address: One East Eleventh Street, Suite 500

Riviera Beach, FL 33404

Secretary: John M. McTighe

Address: One East Eleventh Street, Suite 500, Riviera Beach, FL 33404

Treasurer: Jerry Winters

Address: One East Eleventh Street, Suite 500, Riviera Beach, FL 33404

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. John M. McTighe, Vice President and Secretary

(Typed or printed name and capacity of person signing application)

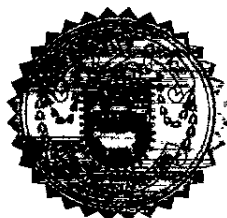
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALM BEACH EMPRESS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JUNE, A.D. 2004.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUN -7 PM 12:55



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3146574

DATE: 06-02-04