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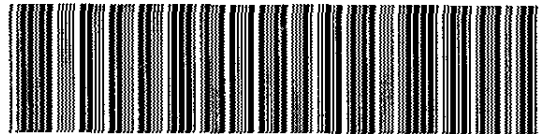
(Business Entity Name)

(Document Number)

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08/15/06--01038--001 \*\*85.00

08/28/06--01005--003 \*\*40.00

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**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporation

**SUBJECT:** PHOENIX BORGATA, LLC.  
(Name of Limited Liability Company)

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Resignation of Registered Agent for a Limited Liability Company and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas W. Franchino, Esquire  
(Name of Person)

Law Office of Thomas W. Franchino, P.A.  
(Name of Firm/Company)

1250 North Tamiami Trail, Suite 106  
(Address)

Naples, Florida 34102  
(City/State and Zip Code)

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For further information concerning this matter, please call:

Thomas W. Franchino at (239) 263-8357  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check made payable to the Florida Department of State for \$85.00 for an active limited liability company or \$25.00 for an administratively dissolved, voluntarily dissolved or withdrawn limited liability company.

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 16, 2006

THOMAS W. FRANCHINO ESQ.  
LAW OFFICE OF THOMAS W. FRANCHINO, P.A.  
1250 NORTH TAMiami TRAIL, SUITE 106  
NAPLES, FL 34102

SUBJECT: PHOENIX BORGATA, LLC  
Ref. Number: W06000036155

We have received your document for PHOENIX BORGATA, LLC and your check(s) totaling \$85.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$40.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce  
Document Specialist

Letter Number: 906A00050659

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**ARTICLES OF ORGANIZATION**  
**OF**  
**PHOENIX BORGATA, L.L.C.**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is Phoenix Borgata, LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in property ownership and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business.

The mailing address for the Company is 5790 Shady Oaks Lane, Naples, FL 34119, and the street address of the place of business for the Company is 5790 Shady Oaks Lane, Naples, FL 34119. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is Thomas W. Franchino, P.A., and the initial registered office is located at 1250 North Tamiami Trail, Suite 106, Naples, Florida 34102.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by

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the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers may be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Name:	Position:
Kevin McVicker	Managing Member
Randy Johns	Managing Member

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

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Executed at Naples, Florida, on this 14<sup>th</sup> day of August, 2006.

Phoenix Borgata, LLC  
a Florida limited liability company

By: [Signature]  
Kevin McVicker, Member/Manager

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 14<sup>th</sup> day of August, 2006, by Kevin McVicker, as Member/Manager of Phoenix Borgata, LLC, who  is personally known to me or ( ) produced \_\_\_\_\_ as identification.



Jennifer L. Franchino  
Notary Public — State of Florida  
Jennifer L. Franchino  
(name, typed or printed)

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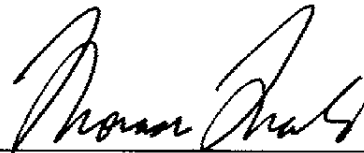
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, Phoenix Borgata, Limited Liability Company, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Phoenix Borgata, LLC.
2. The name and street address of the registered agent in Florida are:

Thomas W. Franchino, P.A.  
1250 North Tamiami Trail  
Suite 106  
Naples, Florida 34102

The undersigned, being the person named in the articles of organization of Phoenix Borgata Company LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Thomas W. Franchino, Esquire  
Registered Agent

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