

F00000000056

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Emerald Star Casino and Resorts, 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:

100003077731--1
-12/22/99--01041--005
*****78.75 *****78.75

Robert R. Adler

(Name of Person)

Delmer C. Gowing III, P.A.

(Firm/Company)

101 S.E. 6th Avenue

(Address)

Delray Beach, FL 33483

(City/State/Zip)

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

Charles Cato

(Name of Person)

at (727) 391-7172

(Area Code & Daytime Telephone Number)

STREET 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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

~~WAA-29458~~
00789/00044/00071

12500

APPROVED
AND
FILED
00 JAN -5 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 28, 1999

ROBERT R. ADLER
DELMER C. GOWING III, P.A.
101 S.E. 6TH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: EMERALD STAR CASINO AND RESORTS, INC.
Ref. Number: W99000029458

We have received your document for EMERALD STAR CASINO AND RESORTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 599A00060344

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. *Emerald Star Casino and Resorts, 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. *Nevada* 3. *91-2000820*
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. *October 5, 1999* 5. *perpetual*
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. *Upon qualification*
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. *9034 Baywood Park Drive*
Seminole, FL 33777
(Current mailing address)

8. *develop, manage + operate casinos*
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

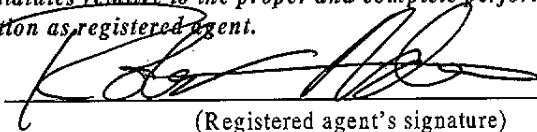
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: *Robert R. Adler*

Office Address: *Delmer C Gowing III, PA*
101 S.E. 6th Ave, Delray Beach, Florida, *33483*
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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TALLAHASSEE, FLORIDA

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

Chairman: William M. Cato

Address: Emerald Star Casinos and Resorts, Inc.
9034 Baywood Park Drive, Seminole, FL 31777

Vice Chairman: Charles Cato

Address: Emerald Star Casinos and Resorts, Inc.
See above

Director: Connie McCallum

Address: Emerald Star Casinos and Resorts, Inc.
See above

Director: Lilly Beter, Lilly Beter Capital Group, Ltd.

Address: 2424 N. Federal Highway, Ste 150
Boca Raton, FL 33431

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

President: Charles Cato

Address: Emerald Star Casinos and Resorts, Inc.
See above

Vice President: _____

Address: _____

Secretary: Robert Adler

Address: Delmer C. Gowing III, P.A.
101 S.E. 6th Ave., Delray Beach, FL 33483

Treasurer: Robert Adler

Address: Delmer C. Gowing III, P.A.
See above

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

14. Robert Adler Secretary
(Typed or printed name and capacity of person signing application)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Delmer C. Gowing III, Esq.

Address: Delmer C. Gowing III, P.A.

101 S. E. 6th Ave., Delray Beach, FL 33483

Director: Robert Adler, Esq.

Address: Delmer C. Gowing III, P.A.

See above

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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AND
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00 JAN -5 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Wayne Coutho

Address: Emerald Star Casinos and Resorts, Inc.

See above

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

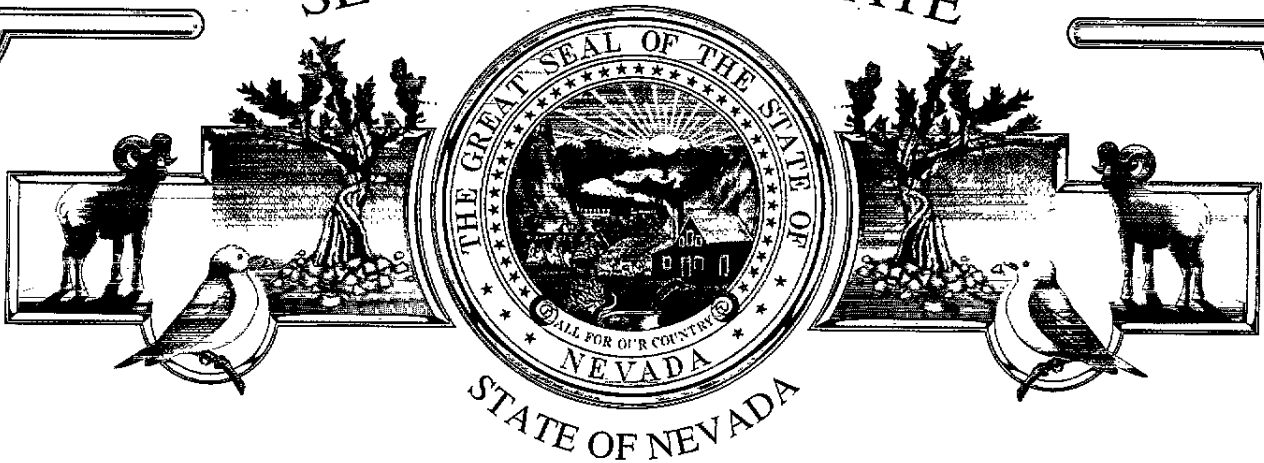
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **EMERALD STAR CASINO AND RESORTS, INC.** as a Corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 5, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office,
Las Vegas, Nevada, on October 5 1999.

Dean Heller

Secretary of State

By

[Signature]
Certification Clerk



00 JAN -5 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED