

F00000000056

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October 6, 2000

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Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Emerald Star Casinos and Resorts, Inc.  
Document Number F00000000056

Dear Sir/Madam:

Please find enclosed a Statement of Change of Registered Agent for Emerald Star Casinos and Resorts, Inc., together with a check in the amount of \$110.00 representing the filing fee for same.

Please indicate your receipt of this document by stamping the enclosed copy of it and returning to the undersigned in the self-addressed, stamped envelope provided.

Thank you for your assistance in this matter.

Very truly yours,

  
Delmer C. Gowing III

DCG/ksv  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Florida Department of State, Sandra B. Mortham, Secretary of State

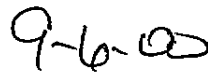
**STATEMENT OF CHANGE OF REGISTERED AGENT FOR  
EMERALD STAR CASINOS AND RESORTS, INC.**

*Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation submits the following statement in order to change its registered agent in the State of Florida.*


1. The name of the corporation is EMERALD STAR CASINOS AND RESORTS, INC.
2. The mailing address of the corporation is 9034 Baywood Park Drive, Seminole, FL 33777.
3. Date of Incorporation: January 5, 2000;  
Document number: F00000000056.
4. The name and address of the current registered agent and office is: Robert R. Adler, Delmer C. Gowing III, P.A., 101 S.E. 6<sup>th</sup> Avenue, Delray Beach, FL 33483.
5. The name and address of the new registered agent and office is: Charles Cato, 9034 Baywood Park Drive, Seminole, Florida 33777.

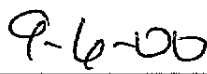
Such change was authorized by resolution duly adopted by its Board of Directors.

  
Charles Cato, President

  
Date

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this statement, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Charles Cato

  
Date

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TALLAHASSEE, FLORIDA