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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

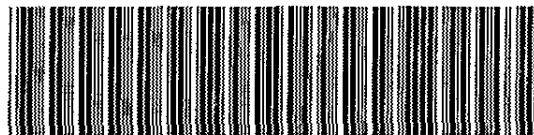
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*[Signature]*  
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06 JUL 28 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Venture Catalyst Incorporated  
(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:

Kevin McIntosh, SVP & CFO  
(Name of Person)

Venture Catalyst Incorporated  
(Firm/Company)

591 Camino de la Reina, Suite 418  
(Address)

San Diego, CA 92108  
(City/State and Zip code)

For further information concerning this matter, please call:

Hanna Ertzner at ( 619 ) 330-4024  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing 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

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. Venture Catalyst Incorporated

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

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

2. Utah

(State or country under the law of which it is incorporated)

3. 33-0618806

(FEI number, if applicable)

4. March 06, 1980

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. July 01, 2006

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 591 Camino de la Reina, Suite 418, San Diego, CA 92108

(Principal office address)

same as above

(Current mailing address)

8. Computer software sales and consulting services

(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 NOT acceptable)

Name:

Corporation Services Company

Office Address:

1204 Hayes Street

Tallahassee

(City)

, Florida

32301

(Zip code)

CLERK OF STATE  
TALLAHASSEE, FLORIDA

06 JUL 28 PM 12:00

FILED

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:

**A. DIRECTORS**

Chairman: Lloyd Don Speer

Address: 591 Camino de la Reina, Suite 418  
San Diego, CA 92108

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: W. Gregory Shay

Address: 7150 Pollock Drive, Suite 104  
Las Vegas, NV 89119

Director: Jana McKeag

Address: 591 Camino de la Reina, Suite 418  
San Diego, CA 92108

**B. OFFICERS**

President: W. Gregory Shay

Address: 7150 Pollock Drive, Suite 104  
Las Vegas, NV 89119

Vice President: Executive V.P. - Ed Fasulo

Address: 591 Camino de la Reina, Suite 418  
San Diego, CA 92108

Secretary: SVP & CFO - Kevin McIntosh

Address: 591 Camino de la Reina, Suite 418, San Diego CA 92108

Treasurer: SVP & CFO - Kevin McIntosh

Address: 591 Camino de la Reina, Suite 418, San Diego CA 92108

**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. Kevin McIntosh, SVP & CFO

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

**Venture Catalyst Incorporated**  
**Question # 12 - Addendum to Florida Application**  
**Additional Directors and Officers**

<u>Name</u>	<u>Title</u>	<u>Address</u>
<u>Outside Directors:</u>		
Cornelius E. Smyth	Outside Director	1288 Lost Arrow Place, Chula Vista, CA 91913
John Farrington	Outside Director	3749 Via Cielo Azul, Alpine, CA 91901
<u>Executive Officers (not Directors)</u>		
Andrew B. Laub	Executive Vice President, Finance	591 Camino de la Reina, Suite 418, San Diego CA 92108
Javier Saenz	Senior Vice President, Information Solutions	591 Camino de la Reina, Suite 418, San Diego CA 92108



**Utah Department of Commerce**  
**Division of Corporations & Commercial Code**  
160 East 300 South, 2nd Floor, PO Box 146705  
Salt Lake City, UT 84114-6705  
Service Center: (801) 530-4849  
Toll Free: (877) 526-3994 Utah Residents  
Fax: (801) 530-6438  
Web Site: <http://www.commerce.utah.gov>

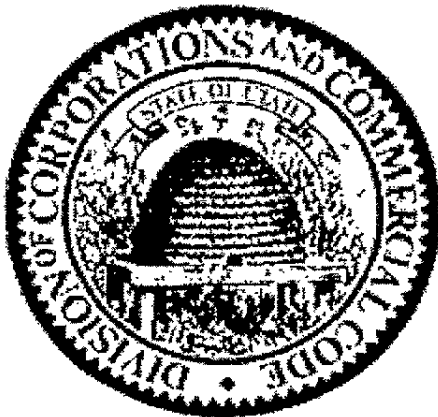
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735331-014205122006-467323

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## **CERTIFICATE OF EXISTENCE**

<b>Registration Number:</b>	735331-0142
<b>Business Name:</b>	VENTURE CATALYST INCORPORATED
<b>Registered Date:</b>	March 06, 1980
<b>Entity Type:</b>	Corporation
<b>Current Status:</b>	Good Standing

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division; and, that Articles of Dissolution have not been filed.



*Kathy Berg*

Kathy Berg  
Director  
Division of Corporations and Commercial Code