

04-25-95 01:37PM

TO: 84078153577

F95000002121

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: FORBIDDEN CITY HOTEL AND CASINO, INC.
(Name of corporation) (a Nevada Corporation)

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:

HYMAN J. GOLDFELD, PRESIDENT
(Name of Person)

FORBIDDEN CITY HOTEL AND CASINO, INC.
(Firm/Company)

230 ROYAL PALM WAY - STE. 212
(Address)

PALM BEACH, FLORIDA 33480
(City, State and Zip Code)

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

GLORIA R. TALBOTT
(Name of Person)

Secretary of Forbidden

City Hotel and Casino, Inc.

at (407) 835 - 3544

Area Code & Daytime Telephone Number

100001471281

-05/02/95--01116--011

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COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Forbidden City Hotel and Casino, 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

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

3. 65-0574325

(FEI number, if applicable)

4. April 6, 1995

(Date of incorporation)

5. Perpetual

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

6. April 11, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 230 Royal Palm Way - Suite 212

Palm Beach, Florida 33480

(Current mailing address)

8. Develop hotel and casino in Las Vegas, Nevada

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Gloria R. Talbott

Office Address: 230 Royal Palm Way - Suite 212

Palm Beach, Florida

33480
(Zip)

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TALLAHASSEE, FLORIDA

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.

Gloria R. Talbott
(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:

A. DIRECTORS

Chairman: Hyman J. GoldfeldAddress: 230 Royal Palm Way - Suite 212
Palm Beach, Florida 33480

Vice Chairman: _____

Address: _____

Director: Hyman J. GoldfeldAddress: 230 Royal Palm Way - Suite 212
Palm Beach, Florida 33480Director: David B. GoldfeldAddress: 6175 N.W. 32nd Avenue
Boca Raton, Florida 33496

B. OFFICERS

President: Hyman J. GoldfeldAddress: 230 Royal Palm Way - Suite 212
Palm Beach, Florida 33480

Vice President: _____

Address: _____

Secretary: Gloria R. TalbottAddress: 230 Royal Palm Way - Suite 212
Palm Beach, Florida 33480Treasurer: Gloria R. TalbottAddress: 230 Royal Palm Way - Suite 212
Palm Beach, Florida 33480FILED
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Hyman J. Goldfeld

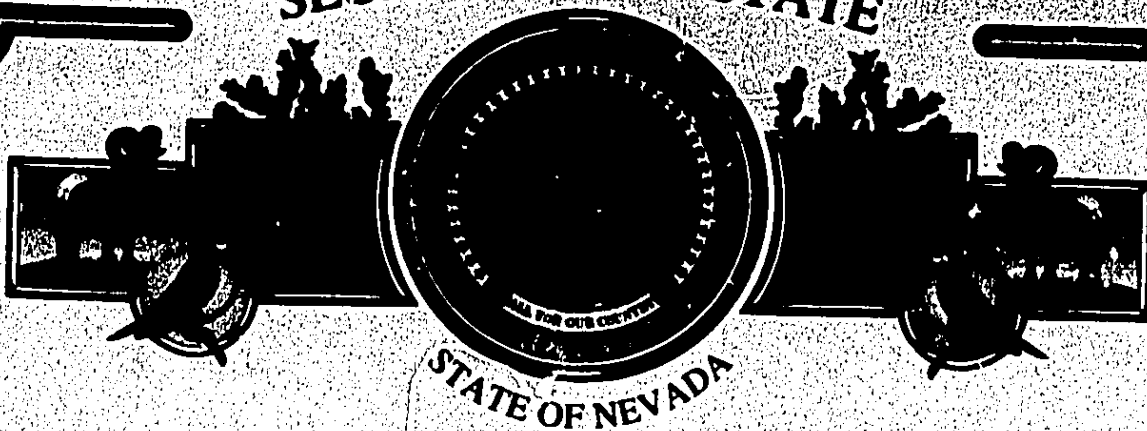
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Hyman J. Goldfeld, Chairman

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

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

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 corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **FORBIDDEN CITY HOTEL & CASINO, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, 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, in Carson City, Nevada, this 25TH day of MAY, 1995.

Dean Heller

Secretary of State

By *Debra Mayfield*

Certification Clerk



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95 MAY 31 PM 3:09
SECRETARY OF STATE
ALLAHASSEE, NEVADA