

F96000005800

McCONVILLE & LINCA, INC.
77 BOY ROAD
EAST GREENWICH, N.Y. 12061
(516) 477-7001

PATRICK T. MANEY
EDWARD P. McCONVILLE*
JOSEPH B. LICCARDI
ANTHONY B. MANEY**

TELEPHONE
(516) 477-0651

October 30, 1996

*ALSO ADMITTED IN
INDIANA AND DISTRICT OF COLUMBIA
**ALSO ADMITTED
IN MASSACHUSETTS

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

Re: Golden Nugget Merchandising, Inc..
Our File #15,943

000001996570--6
-11/05/96--01151--005
*****78.75 *****78.75

Dear Sir:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida together with a Certificate of Good Standing from New York State and our firm's check in the amount of \$78.75. Please forward a certificate of status to our office at your earliest convenience.

Future communications with the subject corporation may be addressed to our office.

Very truly yours,

Patrick T. Maney
PATRICK T. MANEY

PTM:nva
Encs.

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DIVISION OF CORPORATIONS
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**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. Golden Nugget Merchandising, 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. NEW YORK
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. August 25, 1983
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 15, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.133, F.S.))
7. 2083 Brookview Road
Castleton, NY 12033
(Current mailing address)
8. Entertainment
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Douglas E. Hudson
Office Address: 7860 NW 3rd STREET Bldg 13 Apt 106
Pembroke Pines, Florida, 33024
(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.

Douglas E. Hudson
(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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: Dirk Van Ort

Address: 2083 Brookview Road

Castleton, NY 12033

Vice Chairman: Kathleen Van Ort

Address: 2083 Brookview Road

Castleton, NY 12033

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Dirk Van Ort

Address: 2083 Brookview Road

Castleton, NY 12033

Vice President: Kathleen Van Ort

Address: 2083 Brookview Road

Castleton, NY 12033

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

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.

Dirk Van Ort

President

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

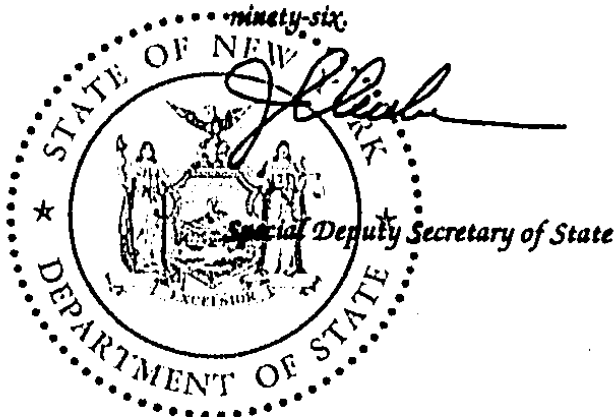
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State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of GOLDEN NUGGET MERCHANDISING, INC. was filed on 08/25/1983, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of October
one thousand nine hundred and*

ninety-six,



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