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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A.
CONTACT: MARLA R MAYSTER
PHONE: (305)374-5600

ACCT#: 075471001363

FAX #: (305)374-5095

NAME: PANTHERS EDGEWATER RESORT, INC.
AUDIT NUMBER......H98000007212
DOC TYPE..........FOREIGN PROFIT QUALIFICATION
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H98000007212

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. PANTHERS EDGEWATER RESORT, 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. DELAWARE
(State or country under the law of which it is incorporated)

3. 65-0811827
(FEI number, if applicable)

4. JANUARY 27, 1998
(Date of incorporation)

5. PERPETUAL
(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. 450 EAST LAS OLAS BOULEVARD, SUITE 1500, FT. LAUDERDALE, FL 33301
(Current mailing address)

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8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE QUALIFIED UNDER THE FLORIDA BUSINESS CORPORATION ACT.
(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: AMERICAN INFORMATION SERVICES, INC.

Office Address: ONE SE 3RD AVENUE, 28TH FLOOR

MIAMI, **Florida,** 33131
(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.

Maria R. Mayster
(Registered agent's signature) MARIA R. MAYSTER, VICE PRESIDENT

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.

Prepared by:
Edward L. Ristaino, Esq.
One SE 3rd Avenue, 28th Floor
Miami, FL 33131
(305) 374-5600
Florida Bar No.: 784877
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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:

Address:

Vice Chairman:

Address:

Director: WILLIAM M. PIERCE

Address: 450 EAST LAS OLAS BOULEVARD, SUITE 1500
FT. LAUDERDALE, FL 33301

Director:

Address:

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

President: RICHARD C. ROCHON

Address: 450 EAST LAS OLAS BOULEVARD, SUITE 1500
FT. LAUDERDALE, FL 33301

Vice President: WILLIAM M. PIERCE

Address: 450 EAST LAS OLAS BOULEVARD, SUITE 1500
FT. LAUDERDALE, FL 33301

Secretary: RICHARD T. HANDLEY

Address: 450 EAST LAS OLAS BOULEVARD, SUITE 1500
FT. LAUDERDALE, FL 33301

VP/ Treasurer: STEVEN M. DAURIA

Address: 450 EAST LAS OLAS BOULEVARD, SUITE 1500
FT. LAUDERDALE, FL 33301

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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. WILLIAM M. PIERCE, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware

H98000007212

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANTHERS EDGEWATER RESORT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE FLORIDA

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Edward J. Freel, Secretary of State

AUTHENTICATION: 9024129

DATE: 04-14-98