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Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

CORPORATION(S) NAME

Allegro Executive Services Corporation

800002713128--5  
-12/15/98--01074--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Allegro Executive Services Corporation  
(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 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10-1-98 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1999  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. 599 Lexington Ave, Suite 3800  
New York NY 10022  
(Current mailing address)

Provide executive services to Allegro Resorts Corporation and its subsidiary and affiliated Companies.

8. \_\_\_\_\_  
(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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.

Domenic A. Borriello  
C T CORPORATION SYSTEM  
(Registered agent's signature) (Officer)  
DOMENIC A. BORRIELLO  
Assistant Vice President  
(Type Name and Title of Officer)

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STATE  
SECRETARY OF  
TALLAHASSEE  
FLORIDA

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: Alberto del Pino

Address: Avenida Tiradentes 33

Santo Domingo Dominican Republic

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

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

Director: George C. Spence

Address: Avenida Tiradentes 33

Santo Domingo, Dominican Republic

Director: Kent Richey

Address: 599 Lexington Ave. Suite 3800

New York NY 10022

B. OFFICERS

President: Benny Guevara

Address: Avenida Tiradentes 33

Santo Domingo, Dominican Republic

Vice President: George C. Spence

Address: Avenida Tiradentes 33

Santo Domingo, Dominican Republic

Secretary: Kent R. Richey

Address: 599 Lexington Ave, Suite 3800

New York, NY 10022

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Treasurer:

George C. Spence

Address:

Avenida Viadentes 33Santo Domingo, Dominican Republic

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Kent Richey

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

14.

KENT RICHEY, Vice President

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

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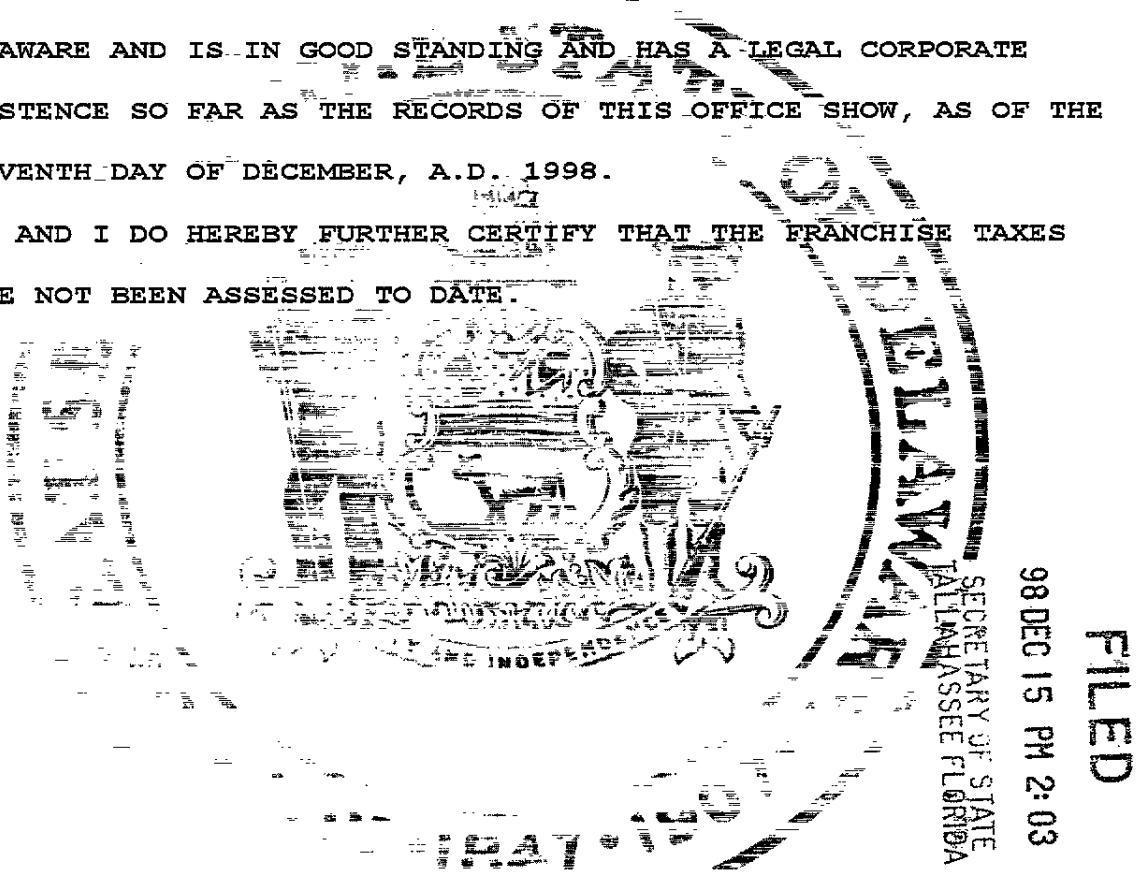
State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLEGRO EXECUTIVE SERVICES CORPORATION" 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 ELEVENTH DAY OF DECEMBER, A.D. 1998.

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



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9455028

DATE:

12-11-98