

# H73234

Law Office of

**David B. McEwen, P.A.**

150 Second Ave. N.  
Suite 1500  
St. Petersburg, FL 33701

(727) 896-1600  
FAX (727) 894-4444  
E-MAIL: dbmcewen@tampabay.rr.com  
Or dbmcpao@justice.com

May 9, 2001

Division of Corporations  
Uniform Business Report Filings  
P. O. Box 1500  
Tallahassee, FL 32302-1500

Re: Bingo Voyage & Tours, Inc.

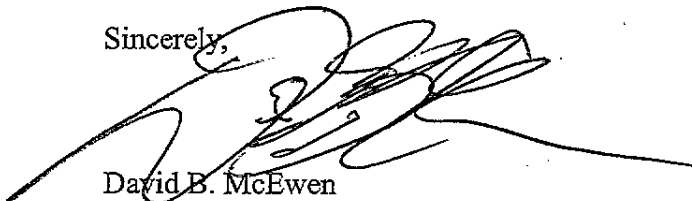
Gentlemen:

300004564283--9  
-08/30/01--01003--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Enclosed please find my clients' Amended Articles of Incorporation in duplicate, and my filing fee of \$35.00. Please file the original Amended Articles and return to me a date-stamped copy of same. My stamped, self-addressed envelope is enclosed for your convenience.

Thank you. If you need anything further from this office to process this request, please feel free to contact me.

Sincerely,



David B. McEwen

DBM:kc

Enclosures (3)

cc: Mr. and Mrs. Theodore Zabriski  
Mr. and Mrs. Willenborg  
(Enclosure)

C:\My Documents\Client Files\Zabriski\secy-state2ltr.wpd

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2001 AUG 29 PM 2:59

*Kim Curry authorized  
to add officer's title.*

*Amendment  
LTS 9-4-2001*

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Or dbmcpao@justice.com

August 24, 2001

Division of Corporations  
Uniform Business Report Filings  
P. O. Box 1500  
Tallahassee, FL 32302-1500

Re: Bingo Voyage & Tours, Inc.;  
Amended Articles of Incorporation

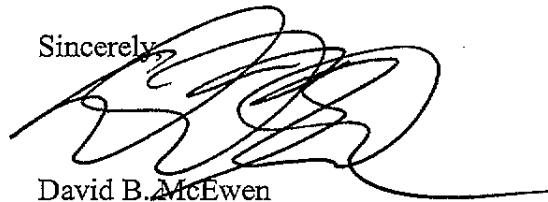
Gentlemen:

Enclosed please find my clients' Amended Articles of Incorporation in duplicate, and my filing fee of \$35.00. Please file the original Amended Articles and return to me a date-stamped copy of same. My stamped, self-addressed envelope is enclosed for your convenience.

As you can see from the enclosed copy of your letter to me, we forwarded a set to your office earlier this year, which your office returned. We have added the language which your requested. I did not change the name(s) of the initial board of directors, since I did not change that article. Those directors have left the corporation, but I felt no need to revise that article. We were amending the article relating to the capital stock.

Thank you. If you need anything further from this office to process this request, please feel free to contact me.

Sincerely,



David B. McEwen

DBM:kc  
Enclosures (4)  
cc: Mr. and Mrs. Theodore Zabriski  
(No enclosures)

C:\My Documents\Client Files\Zabriski\secy-state3ltr.wpd



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 22, 2001

David B. McEwen, Esquire  
150 Second Avenue North, Suite 1500  
St. Petersburg, FL 33701

SUBJECT: BINGO VOYAGE & TOURS, INC.  
Ref. Number: H73234

We have received your document for BINGO VOYAGE & TOURS, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return the enclosed check for \$35.00 or a newly issued check with your corrected document.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 701A00031444

COPY

RECEIVED  
DIVISION OF CORPORATIONS  
MAY 23 2001

2001 AUG 29 PM 3:00

**Amended Articles of Incorporation  
of  
Bingo Voyage & Tours, Inc.**

**Article I. Name**

The name of this corporation shall be Bingo Voyage & Tours, Inc.

**Article II. Commencement & Duration**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

**Article III. Purpose**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

**Article IV. Capital Stock**

The corporation is authorized to issue 7500 shares of capital stock, all of one class, at \$1.00 par value.

**Article V. Preemptive Rights**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**Article VI. Transfer Restrictions**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchases of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any

shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By this Corporation's Articles of Incorporation, A Copy Of Which is ON File At this Corporation's Principal Office."

#### **Article VII. Initial Board of Directors**

This corporation's Initial Board of Directors shall have two director(s). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are: Claire L. Bickey and Vasil Bickey, 6511 First Avenue North, St. Petersburg, Florida 33710.

#### **Article VIII. Indemnification**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **Article IX. Initial Principal Office & Registered Agent**

The address of this corporation's initial principal office and mailing address shall be: 6511 First Avenue North, St. Petersburg, Florida 33710.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Claire L. Bickey.

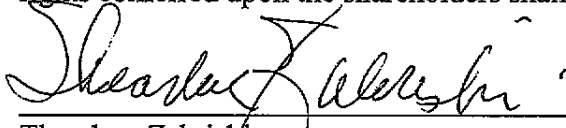
#### **Article X. Incorporator**


The name and address of the individual who shall serve as this corporation's incorporator are: Claire L. Bickey, 6511 First Avenue North, St. Petersburg, Florida 33710.

#### **Article XI. Amendment**

These Amended Articles of Incorporation were adopted by the shareholders, on February 5, 2001. The number of votes cast for the amendment by the shareholders was unanimous, and therefore sufficient for approval of the amendment. This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any

rights conferred upon the shareholders shall be subject to this reservation.

  
Theodore Zabriski, President

  
Mary Zabriski, Secretary

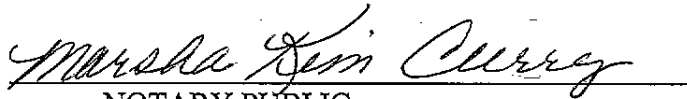
STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of August, 2001,  
by Theodore and Mary Zabriski, who are personally known to me or who have produced MKE  
(type of identification) as identification and who did take an  
oath.

Witness my hand and official seal, this 24<sup>th</sup> day of August, 2001.

My Commission Expires:



  
NOTARY PUBLIC

Printed name of notary: MARSHA KIM CURRY  
Commission #: \_\_\_\_\_