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DIVISION OF CORPORATIONS

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660

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TALLAHASSEE, FLORIDA

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

VICI MARKETING GROUP, LLC

Certificate of Status	1
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR
VICI MARKETING GROUP, LLC**

ARTICLE I

Name

The name of the Limited Liability Company is:

VICI MARKETING GROUP, LLC

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is 11515 66th St. North, Largo, Florida 33773.

ARTICLE III

Duration

The period of duration for the Limited Liability Company is perpetual.

ARTICLE IV

Management

The Limited Liability Company is to be manager managed.

ARTICLE V

Admission of Additional Members & Transfer of Membership Interest

No person may be admitted as a member unless each member consents in writing to the admission of the additional member, and transfer of all interests in the Limited Liability Company is restricted in accordance with provisions contained in the Operating Agreement and in a Transfer Restriction Agreement entered into by the Limited Liability Company and its members.

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ARTICLE VI
Registered Agent and Registered Address

The name and the street address of the registered agent are:

A. Edward McGinty
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

ARTICLE VII
Indemnification

The Limited Liability Company shall, to the full extent permitted by Section 608.4363 of the Florida Statutes, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article VII shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled whether as a matter of law, under the regulations of the Limited Liability Company, agreement or otherwise.


Scott G. Roix, Member, Manager and President

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(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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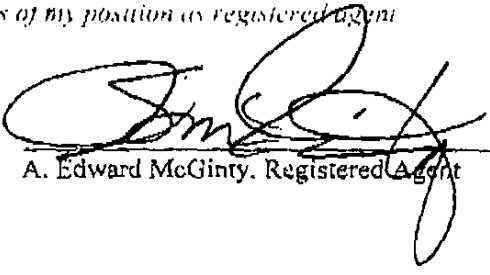
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.57, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Vici Marketing Group, LLC.
2. The name and the Florida street address of the registered agent are:

A. Edward McGinty
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


A. Edward McGinty, Registered Agent

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