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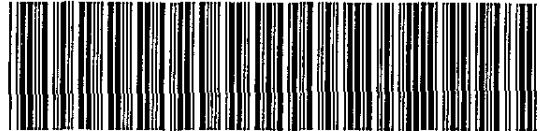
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DAMIAN M. OZARK*
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+Board Certified in Business Litigation
*Also Admitted in MS and CO
**Also Admitted in NH

January 8, 2004

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

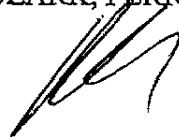
Re: APOLLO AMUSEMENTS II, LLC

Dear Sir:

Enclosed please find the original and one copy of the Articles of Organization on APOLLO AMUSEMENTS II, L.L.C. I am also enclosing this firm's check in the amount of \$125.00 for the filing fee.

Should you have any questions, please contact my office.

Sincerely,
OZARK, PERRON & NELSON, P.A.



Andre R. Perron

ARP/jwm
enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF APOLLO AMUSEMENTS II, LLC**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

Article 1. Name. The name of the Limited Liability Company is **Apollo Amusements II, L.L.C.**

Article 2. Principal Office or Mailing Address. The principal office and mailing address of the Limited Liability Company is:

5604 14TH St. W.
Bradenton, Florida 34207

Article 3. Duration. The Limited Liability Company shall terminate on December 2051.

Article 4. Purpose. The general purposes for which the Limited Liability Company is organized are the following:

- A. To engage in and transact any lawful business for which Limited Liability Company may be incorporated under the Florida Limited Liability Act. No other purpose limits this general purpose in any way.
- B. All general purposes including operating and conducting various business enterprises.
- C. To do such other things as are incidental to the purposes of the Limited Liability Company or necessary or desirable in order to accomplish them.

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Article 5. Initial Registered Office and Agent. The street address of the initial Registered Agent of the Limited Liability Company is:

Andre R. Perron, Esquire
OZARK, PERRON & NELSON, P.A.
2808 Manatee Avenue West
Bradenton, Florida 34205

Article 6. Organizer. The name and address of the Organizer is:

John Russo
5604 14TH St. W.
Bradenton, Florida 34207

Article 7. Membership. The Members may admit additional Members in accordance with its Operating Agreement.

Article 8. Death of Member. The remaining Members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued Membership of a Member in the Limited Liability Company.

Article 9. Management. The Management of the Limited Liability Company is reserved to one or more Managers. The initial Managing Member is John Russo.

Article 10.

By signature below, the Organizer swears, confirms and declares that the Limited Liability Company has at least one (1) Member.

Article 11. Amendment. The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them, and any right conferred upon the Members is subject to this reservation.

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Article 12. Indemnification. The Limited Liability Company shall indemnify each Member, including former Members, to the full extent permitted by law.

Article 13. Commencement of Limited Liability Company Existence. In accordance with Section 608.409, Florida Statutes, the date when the Limited Liability Company's existence shall commence is the date of execution by the Organizer of these Articles of Organization. In the event these Articles of Organization are not filed within the time period set forth in Section 608.409, Florida Statutes, the date when the Limited Liability Company's existence shall commence is the date of filing by the Secretary of State.

Article 14. Certificate of Ownership. A Member's interest in the Limited Liability Company may be evidenced by a Certificate of Membership Interest signed by the Managing Member which may be assigned or transferred only in accordance with the Operating Agreement.

Article 15. Federal Tax Treatment. The Limited Liability Company is intended to be treated as a partnership for the purposes of federal income taxation.

IN WITNESS WHEREOF, the undersigned Organizer has signed these Articles of Organization on this _____ day of January, 2004.



JOHN RUSSO
Managing Member

CERTIFICATE OF DESIGNATION FOR REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Limited Liability Company, which is contained in the foregoing Articles of Organization, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 608.415, Florida Statutes.

Dated this _____ day of January, 2004.



Andre R. Perron, Esquire

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