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(Business Entity Name)

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GASSMAN, BATES & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ALAN S. GASSMAN **
LONDON L. BATES **
KEVIN M. COLLVER *
LOUIS A. "DREW" LAGRANDE ***

1245 COURT STREET
SUITE 102
CLEARWATER, FL 33756
PHONE: (727) 442-1200
FAX: (727) 443-5829
GassmanPA.com

- * LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER IN
WILLS, TRUSTS AND ESTATES
- ** CERTIFIED PUBLIC ACCOUNTANT
- *** LL. M. IN ESTATE PLANNING

January 26, 2004

VIA AIRBORNE EXPRESS

Attn: Buck Kohr
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

CF -150.00

FILED
JUN 27 PM 2 26
TALLAHASSEE, FL 32399

Dear Sir/Madam:

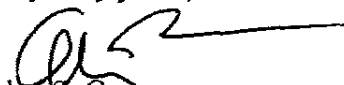
Please find enclosed for immediate filing is an original and one copy of the Certificate of Conversion for TROPICANA RESORT MOTELS PARTNERSHIP, L.L.P. for conversion to TROPICANA RESORT MOTELS, L.L.C., along with the Articles of Organization for TROPICANA RESORT MOTELS, L.L.C.

A check in the amount of \$150.00 is enclosed to cover the filing fees associated with this filing.

ONCE FILED, PLEASE FAX THE CERTIFICATE FOR TROPICANA RESORT MOTELS, L.L.C. TO 727-443-5829 AND RETURN A DATE-STAMPED COPY OF THESE DOCUMENTS IN THE ENCLOSED ENVELOPE. PLEASE TELEPHONE JULIE AT (727) 442-1200 WITH ANY QUESTIONS.

Thank you for your assistance with this matter.

Very truly yours,


Alan S. Gassman

ASG:jas
Enclosures
SASE

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CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Statement of Qualifications and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

TROPICANA RESORT MOTELS PARTNERSHIP, L.L.P.

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: January 23, 2004
- B. Jurisdiction: FLORIDA
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization are:

TROPICANA RESORT MOTELS, L.L.C.

Signature of a Manager

(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.)

JOHN CONTI

AGOSTINO DIGIOVANNI

FRANK CARRIERA

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

INHS11(10/99)

Audit Fax No: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: **Tropicana Resort Motels, LLC**

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

**445 South Gulf View Blvd.
Clearwater Beach, Florida 33767**

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

ALAN S. GASSMAN, ESQUIRE

Name

1245 Court Street, Suite 102

Florida street address (P.O. Box NOT acceptable)

Clearwater, FL 33756

City, State, and Zip

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 as provided for in Chapter 608, F.S.

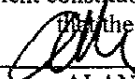


Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.

(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.)



ALAN S. GASSMAN, ESQUIRE

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dl*bd 12/19/03

ARTICLES OF ORGANIZATION

Alan S. Gassman, Esquire

1245 Court Street Suite 102

Clearwater, FL 33756

(727) 442-1200

Florida Bar #: 371750

Audit Fax #: _____

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