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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

Borgata Holdings, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
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**ARTICLES OF ORGANIZATION FOR
BORGATA HOLDINGS, LLC
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is: Borgata Holdings, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 4052 Wellington Parkway, Palm Harbor, Florida 34685.

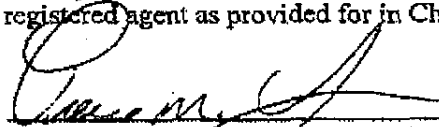
**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE,
& REGISTERED AGENT'S SIGNATURE**

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

Pierre M. Vogelbacher
2560 Gulf to Bay Blvd., Suite 300
Clearwater, FL 33765


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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.


Pierre M. Vogelbacher, Registered Agent

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.


Pierre M. Vogelbacher, Representative

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.

Pierre M. Vogelbacher
Typed or printed name of signee