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REFERENCE : 875216 8739A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 285.00

ORDER DATE : June 30, 1998

ORDER TIME : 9:28 AM

ORDER NO. : 875216-005

CUSTOMER NO: 8739A

CUSTOMER: Jonathan Shepard, Esq
SIEGEL LIPMAN DUNAY & SHEPARD,
LLP
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

BT CM

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DOMESTIC FILING

NAME: MAXAMILLION CASINO CRUISES,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
98 JUL -1 PM 12: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 JUL -1 AM 10: 02
DIVISION OF CORPORATION
RECEIVED

**ARTICLES OF ORGANIZATION
OF
MAXAMILLION CASINO CRUISES, L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

Article I - Name

The name of the Limited Liability Company is Maxamillion Casino Cruises, L.C.

Article II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 1050 Lee Wagener Boulevard, Suite 303, Fort Lauderdale, Florida 33315.

Article III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

Article IV - Management

The Limited Liability Company is to be managed by a manager. The name and address of the manager, who shall serve as the manager until the first annual meeting of members or until his successor is elected and qualifies, is David Ross, 1050 Lee Wagener Boulevard, Suite 303, Fort Lauderdale, Florida 33315.

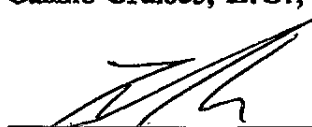
Article V - Members' Rights to Continue Business

On the death, withdrawal, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, the remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company by vote of a majority in interest of the remaining members.

Article VI - Members' Right to Admit Additional Members

The terms and conditions governing the admission of additional members of the Limited Liability Company by sale, assignment or gift of a member's interest, or by sale of an interest by the Limited Liability Company are set forth in the operating agreement of the Limited Liability Company.

The undersigned member of Maxamillion Casino Cruises, L.C., has executed these Articles of Organization as of July 1, 1998.



David Ross, Member

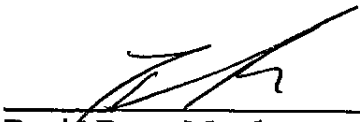
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
MAXAMILLION CASINO CRUISES, L.C.**

The undersigned member of Maxamillion Casino Cruises, L.C., deposes and says:

1. The above-named limited liability company has at least two members.
2. The total amount of cash contributed by the members is One Thousand Dollars (\$1,000).
3. No property other than cash has been contributed by members.
4. The amount of cash or property anticipated to be contributed by members is Seven Million Dollars (\$7,000,000).
5. The total amount of 2, 3, and 4 is Seven Million One Thousand Dollars (\$7,001,000).

Dated: July 1, 1998



David Ross, Member

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE OF MAXAMILLION CASINO CRUISES, L.C.

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Maxamillion Casino Cruises, L.C.

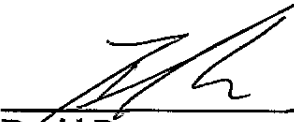
2. The name and address of the registered agent and office of the Limited Liability Company are:

David Ross
1050 Lee Wagener Boulevard, Suite 303
Fort Lauderdale, Florida 33315

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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.

Dated: July 1, 1998



David Ross