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GUNSTER, YOKLEY

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***** DATE NOV-02-2001 *****

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-GUNSTER YOKLEY-

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Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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Account Name : GUNSTER, YOKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
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FOREIGN LIMITED LIABILITY COMPANY

Horizon's Edge Casino Cruise, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 2, 2001

GUNSTER, YOAKLEY, ETAL

SUBJECT: HORIZON'S EDGE CASINO CRUISE, LLC
REF: W01000025394

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TALLAHASSEE, FLORIDA
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H01000111911 3

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Horizon's Edge Casino Cruise, LLC
(Name of foreign limited liability company)
2. Massachusetts
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 04-3402023
(FEI number, if applicable)
4. February 10, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Riviera Beach Marina, 200 East 13th Street
Riviera Beach, FL 33404
(Street address of principal office)

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TALLAHASSEE, FLORIDA
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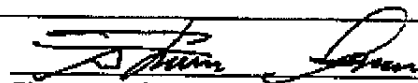
8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:

Thomas Groom, Managing Member

c/o Yasi & Yasi, Two Salem Green, Salem, MA 01970

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Operation/management
of a cruise ship


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Thomas Groom, Managing Member

Typed or printed name of signee

H01000111911 3

H01000111911 3

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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:

Horizon's Edge Casino Cruise, LLC

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

Valdes-Fauli Corporate Services, Inc.

(Name)

777 South Flagler Drive, Suite 500B

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

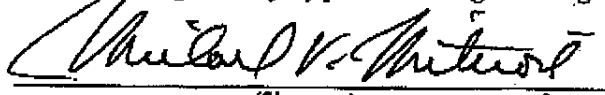
West Palm Beach

FL

33401

(City/State/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.


(Signature) *M.P.*

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

H01000111911 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

November 6, 2001

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

HORIZON'S EDGE CASINO CRUISES, LLC

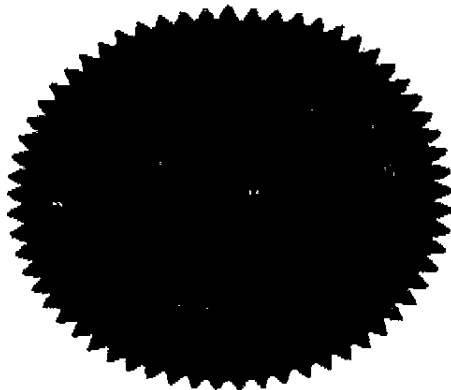
in accordance with the provisions of Massachusetts General Laws Chapter 156C on February 10, 2000.

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
THOMAS GROOM

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **THOMAS GROOM**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **THOMAS GROOM**



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

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