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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

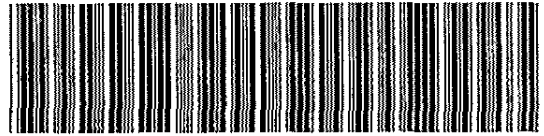
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TALLAHASSEE, FLORIDA



PDS GAMING

FILED
04 JUN 15 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 14, 2004

By Overnight Mail

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Cruise Holdings **III**, LLC – Application by Foreign Limited Liability
Company for Authorization to Transact Business in Florida

Gentlemen:

Enclosed please find the Application of the above-referenced company for authorization to transact business in Florida and our check in the amount of \$125.00, representing the related fees for filing the application and the designation of the registered agent. This request is additional to the request submitted by our letter of June 2, 2004, asking to authorize two other subsidiaries, Cruise Holdings **I**, LLC and Cruise Holdings **II**, LLC, to do business in your state.

Please issue a letter of acknowledgment for **Cruise Holdings III, LLC**. We understand that letter is issued free of charge upon registration.

Thank you for your assistance and cooperation. Please don't hesitate to contact the undersigned

Sincerely,

Claudia K. Cormier
Vice President and Director of Compliance

/ckc
Encls.

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. CRUISE HOLDINGS III, LLC
(Name of foreign limited liability company)

2. NEVADA
(Jurisdiction under the law of which foreign limited liability company is organized)

3. EIN # 20-1223484
(FEI number, if applicable)

4. June 8, 2004
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. When qualified
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 6171 McLeod Drive
Las Vegas, Nevada 89120
(Street address of principal office)

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:

Johan P. Finley 6171 McLeod Drive, Las Vegas, Nevada 89120

Peter D. Cleary 6171 McLeod Drive, Las Vegas, Nevada 89120

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: _____

Ownership of shuttle vessels

Peter D. Cleary
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.)

Peter D. Cleary

Typed or printed name of signee

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**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:

CRUISE HOLDINGS III, LLC

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

C.T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

Plantation,

FL

33324

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.

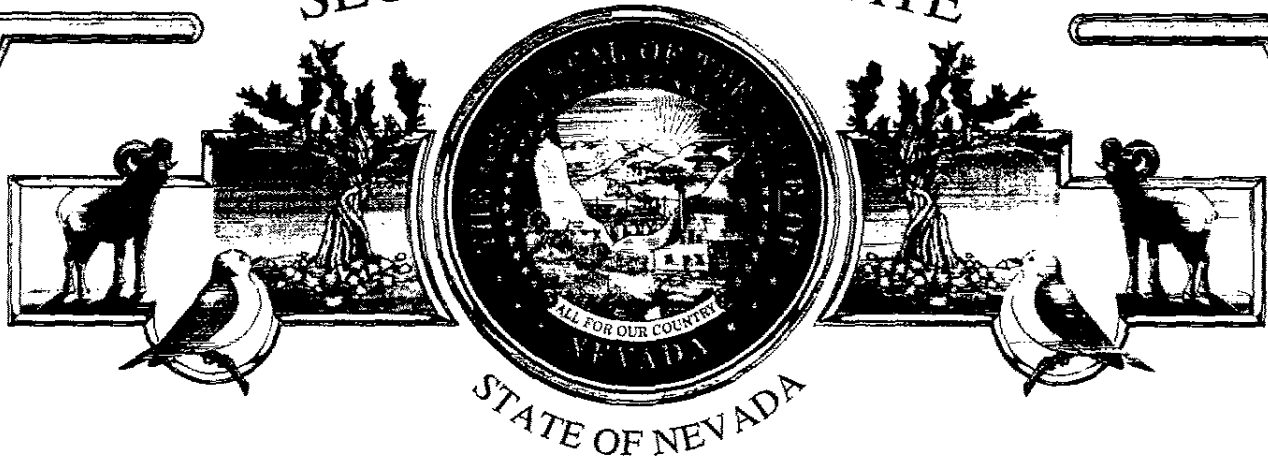
C T Corporation System

By: 

(Signature)

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

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CRUISE HOLDINGS III, LLC, A NEVADA LIMITED LIABILITY COMPANY**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since **June 8, 2004**, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on **June 8, 2004**.



Dean Heller

DEAN HELLER
Secretary of State

By

Marc Colton
Certification Clerk