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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Bay Casino LLC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign LLC
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

G. TAX FILING 250.00
R. AGENT FEE 35.00
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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:

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FLORIDA

1. Bay Casino, LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Delaware

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

3. 13-3907703

(FEI number, if applicable)

4. June 27, 1996

(Date of Organization)

5. Perpetual

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

6. November 13, 1997

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

7. c/o Moss Marine, 450 Harbor Court

Fort Meyers Beach, Florida 33931

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Michael Kornblum</u>	<u>General Manager</u>	<u>Michael Jacobson</u>	<u>Manager</u>
<u>1412 Broadway</u>		<u>16 Highland Avenue</u>	
<u>New York, NY. 10018</u>		<u>Cambridge, MA 02139</u>	
<u>Clive P. Tilley</u>	<u>Manager</u>	<u>William Meyer</u>	<u>Manager</u>
<u>2601 S. Bay Shore Drive</u>		<u>1601 Belvedere Road</u>	
<u>Coconut Grove, FL 33133</u>		<u>West Palm Beach, FL 33406</u>	
<u>Joseph Kelleher</u>	<u>Manager</u>	<u>Donald Pavoney</u>	<u>Manager</u>
<u>3202 Emmons Avenue</u>		<u>1223 Appleton Road</u>	
<u>Brooklyn, NY 11235</u>		<u>Menasha, WI 54952</u>	

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Bay
Casino, LLC deposes and says:

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- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 3,350,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 150,000
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 3,500,000



Signature of a member or authorized representative of a member.
(In accordance with section 608.402(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Filing Fee: \$250.00 for Application and Affidavit

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE
UNDERIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the limited liability company is:

Bay Casino, LLC

2. The name and address of the registered agent and office is:

NRAI Services, Inc.

(Name)

526 E. Park Avenue

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, FL 32301

(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.

Duty D. Long
(Signature)

11-12-97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAY CASINO, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BAY CASINO, LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

8748870

DATE:

11-10-97