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ACCOUNT NO. : 072100000032

REFERENCE : 380978 81253A

AUTHORIZATION : *Patricia Pijets*

COST LIMIT : \$ 78.75

01 AUG -3 PM 12: 39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : August 3, 2001

ORDER TIME : 10:49 AM

ORDER NO. : 380978-005

CUSTOMER NO: 81253A

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CUSTOMER: Michael K. Feldman, Esq  
Nelson & Feldman

1135 Kane Concourse

Bay Harbor Isl, FL 33154

DOMESTIC FILING

NAME: TROPICANA INVESTORS II, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
*PS 8/3/01*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TROPICANA INVESTORS II, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TROPICANA INVESTORS II, INC.

The address of the principal office of this corporation shall be 1900 Sans Souci Boulevard, North Miami, Florida 33181, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

George Kovacs	1900 Sans Souci Boulevard
Dir./Pres.	North Miami, Florida 33181

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company, on August 3, 2001.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

sxk