

JOE M. GONZALEZ, P. A.
ATTORNEY AT LAW

P02000002350

December 28, 2001

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

900004751959--1
-01/04/02--01056--012
*****78.75 *****78.75

Re: Cesar's Palace, Inc.

Dear Sir:

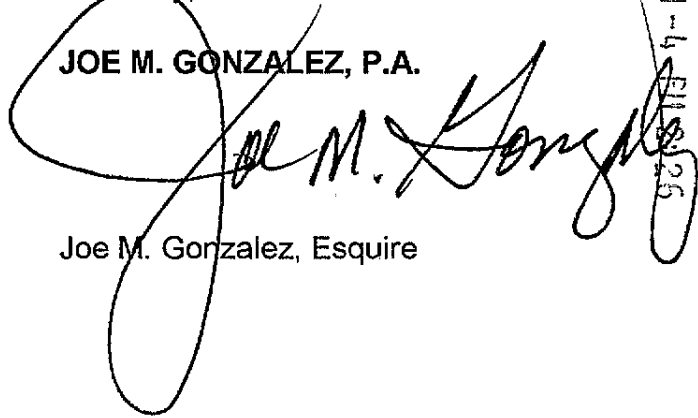
Please find enclosed the original and one copy of the Articles of Incorporation for the above-named corporation, along with a check in the amount of \$78.75—\$70.00 filing fee and \$8.75 for one copy of the Articles.

Please file this corporation with your office and return same to me at the above address at your earliest convenience.

Your cooperation is appreciated.

Sincerely,

JOE M. GONZALEZ, P.A.



Joe M. Gonzalez, Esquire

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN -4 PM 2001

JMG:sc
Enclosures

F. CHESGER JAN 8 2001

ARTICLES OF INCORPORATION
OF
CESAR'S PALACE, INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 JAN -4 PM 2:26

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be CESAR'S PALACE, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares all of which shall be voting common stock of the par value of One (\$1.00) Dollar.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this corporation at a regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business will not be less than Five Hundred Dollars (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office and principal location of this corporation is:

4015 S. Dale Mabry
Tampa, Florida 33611

The name of the initial registered agent of this corporation is Cesar Herrera, at that address.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time-to-time by the By-Laws but shall never be less than one.

The names and addresses of the initial officers of this corporation are as follows:

President: Yissel Herrera
2657 S.R. 590, Apt B
Clearwater, FL 33759

Vice President: Cesar Herrera
2657 S.R. 590, Apt B
Clearwater, FL 33759

Treasurer: Sophia Herrera
2657 S.R. 590, Apt B
Clearwater, FL 33759

Secretary: Sophia Herrera
2657 S.R. 590, Apt B
Clearwater, FL 33759

The name and address of the person signing these Articles of Incorporation is as follows:

Yissel Herrera
2657 S.R. 590, Apt B
Clearwater, FL 33759

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

Yissel Herrera
2657 S.R. 590, Apt B
Clearwater, FL 33759

IN WITNESS WHEREOF the incorporator has hereunto set her hand and seal, this

22nd day of December, 2001.

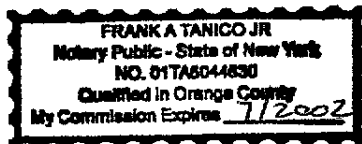
x 

YISSEL HERRERA

STATE OF NEW YORK
COUNTY OF ROCKLAND

I hereby Certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared YISSEL HERRERA, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person(s): YISSEL HERRERA and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 22nd day of DECEMBER, A.D., 2001.



(Notary Seal)



NOTARY SIGNATURE

FRANK A. TANICO JR.
PRINTED NAME

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 616.023, Florida Statutes, the following is submitted in compliance with said act:

That CESAR'S PALACE, INC., is desiring to organize under the laws of the State of Florida as a corporation with its principal office, as indicated in its Articles of Incorporation, at CESAR'S PALACE, INC. has named Cesar Herrera as agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and to comply with the provisions of said act relative to keeping open said office.


CESAR HERRERA

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN -4 PH 2: 26