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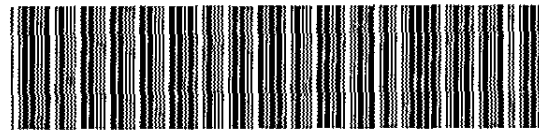
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*Amended &
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
11/18/02



ACCOUNT NO. : 072100000032

REFERENCE : 821888 7229347

AUTHORIZATION : *Patricia Piquito*
COST LIMIT : \$ 43.75

ORDER DATE : November 15, 2002

ORDER TIME : 3:05 PM

ORDER NO. : 821888-005

CUSTOMER NO: 7229347

CUSTOMER: Ms. Anna Krimshtein
Kilpatrick Stockton Llp
Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: CASINO DEL MAR, INC.

EFFECTIVE DATE:

____ ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CASINO DEL MAR, INC.**

FILED
02 NOV 15 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Original Articles of Incorporation
filed with the Secretary of State of
the State of Florida on January 2, 2002)

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

ARTICLE 1

NAME

The name of the corporation (the "Corporation") is: **CASINO DEL MAR, INC.**

ARTICLE 2

PURPOSE

The general purpose for which the Corporation is organized is to transact any or all lawful business permitted under the FBCA and the laws of Florida and the United States of America.

ARTICLE 3

PRINCIPAL OFFICE; REGISTERED OFFICE

The address of the principal office of the Corporation and the mailing address of the Corporation is 200 S. Biscayne Blvd., Suite 2000, Miami, Florida 33131. The address of the registered office is 1201 Hays Street, Tallahassee, Florida 32301 and the name of the agent residing at that address is Corporation Service Company.

ARTICLE 4

CAPITAL STOCK

The total number of shares of stock the Corporation shall have authority to issue is 50,000,000 shares of Common Stock, \$.01 par value per share ("Common Stock").

ARTICLE 5

BOARD OF DIRECTORS

This Corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one director. The address of the directors of this Corporation is 200 S. Biscayne Blvd., Suite 2000, Miami, Florida 33131. The names of the directors are:

Anastasios Kyriakides
Evaldo "Fred" Dupuy

The above-named individuals were elected to serve on the Board of Directors of the Corporation until their respective successors are elected and qualified, or until their earlier death, resignation or removal.

ARTICLE 6

OFFICERS

The officers of the Corporation shall be as follows:

Name	Office
Anastasios Kyriakides	Chairman & Chief Executive Officer
Martin A. Salzedo	President & Secretary
Burton S. Beer	Senior Vice President
Stephen M. Gardner	Vice President

The above-named individuals were elected to serve as officers of the Corporation in such capacity until their successors have been duly elected and qualified, or until their earlier death, resignation or removal.

ARTICLE 7

LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or

omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article 5 shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE 8

INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE 9

BY-LAWS

Only an affirmative vote of the holders of a majority of the issued and outstanding shares of the Corporation's capital stock entitled to vote shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

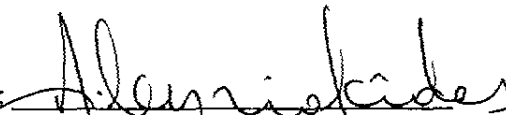
ARTICLE 10

AMENDMENT

These Amended and Restated Articles of Incorporation may be altered, amended or repealed by the written consent of all the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Article of Incorporation on November 14, 2002.

CASINO DEL MAR, INC.

By: 
Name: Anastasios Kyriakides
Title: Chief Executive Officer

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, 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.

Dated this 15 day of November, 2002

Deborah D. Skipper

Deborah D. Skipper
Asst. V. Pres.

FILED
02 NOV 15 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE
RE:
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CASINO DEL MAR, INC.

CASINO DEL MAR, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is CASINO DEL MAR, INC.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation, including provisions for the change of the par value of each share of common stock from no par value to \$.01 par value per share.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted, approved and recommended for shareholder approval by the Corporation's Board of Directors, and approved by the sole shareholder of the Corporation, by the unanimous written consent of the sole director and sole shareholder of the Corporation dated November 14, 2002, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of November 14, 2002.

CASINO DEL MAR, INC.

By: 

Name: Anastasios Kyriakides

Title: Chief Executive Officer