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October 07, 2002

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314-6327

RE: Incorporation of Dello Russo Casino Operating, Inc.

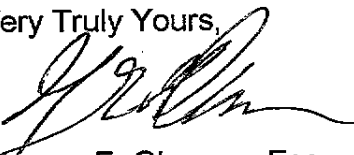
Gentleman:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the proposed Florida corporation, as well as an original and copy of the Designation of Resident Agent form. In addition, my check in the sum of \$74.50 is enclosed herewith, payable to the Department of State for the filing of this corporation as required by F.S. §607.0122.

Please forward your customary acknowledgment letter acknowledging receipt in filing of the above corporation.

Thank you for your courtesies in this matter.

Very Truly Yours,



George E. Gleason, Esq.

GEG/sam
Enclosure

FILED
02 OCT -9 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 10/10 6

ARTICLES OF INCORPORATION
OF
DELLO RUSSO CASINO OPERATING, INC.

FILED
02 OCT -9 AM 8:14
STATE OF FLORIDA
TALLAHASSEE

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: Dello Russo Casino Operating, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 13389 11th Drive, N.W., Oxford, FL 34484.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use it credit to assist, its officer and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares of other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.141;

ARTICLE V

The aggregate number of shares which this corporation shall authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: George E. Gleason, 8301 NE Hwy #318, Orange Springs, Florida 32182.

ARTICLE VII

The initial Board of Directors shall consist of a total 1 of person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Robert Dello Russo

13389 11th Drive NW
Oxford, FL 34484

ARTICLE VIII

The name and address of the incorporators executing these articles of incorporation are:

- | | | |
|----|---|-------------|
| 1. | Robert Dello Russo
13389 11 th Drive NW
Oxford, FL 34484 | 1000 Shares |
|----|---|-------------|

The undersigned has executed these Articles of Incorporation this 7th day of October 2002.

Witnesses:

R. L. DiPaola

Robert Dello Russo
Robert Dello Russo

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that Dello Russo Casino Operating, Inc. desiring to organize under
(Name of Corporation)
the laws of the State of Florida with its principal office, as indicated in the
articles of incorporation has named George E. Gleason
(Name of Registered Agent)
located at 8301 NE Hwy 318

City of Orange Springs County of Marion
(County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMES AS REGISTERED AGENT AND 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.

SIGNATURE


Registered Agent

02 OCT -9 AM 8:14
FILED
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA