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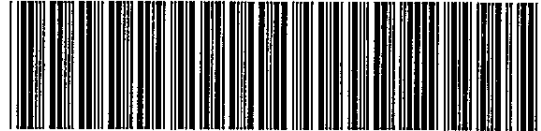
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Law Offices  
**Hershoff, Lupino & Mulick, LLP.**

90130 OLD HIGHWAY  
TAVERNIER, FLORIDA 33070  
(305) 852-8440 • (305) 852-8848 FAX

ATTORNEYS AT LAW  
JAY A. HERSHOFF  
JAMES S. LUPINO  
NICHOLAS W. MULICK  
KURT A. VON GONTEN  
JESSICA ROTHENBERG  
MICHELLE D. YANCHULA  
RUSSELL A. YAGEL

LAND USE COORDINATOR  
PETER D. BACHELER  
  
OF COUNSEL  
J. ALLISON DEFOOR, II

May 23, 2003

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Mandalay Bay Trading Company, Inc.

Dear Sir or Madam:

Enclosed please find two Articles of Incorporation for the above referenced company, together with a check in the sum of \$78.75 to cover the cost of filing.

Please return a conformed copy to the letterhead address above.

Very truly yours,



Debbie Boyce, Secretary to  
James S. Lupino

DB:db  
Enclosures

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2003 MAY 28 AM 10:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**MANDALAY BAY TRADING COMPANY, INC.**

The corporation is organized under the laws of the State of Florida, by and under the provisions of said State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit. We, the undersigned incorporator(s) of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the corporation is: **MANDALAY BAY TRADING COMPANY, INC.**

**ARTICLE II**

**Purpose**

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

Import, wholesale, retail of consumer goods

To purchase, lease or otherwise acquire, own , hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within or without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed,

including stores, shops, plants and commissaries to be used in or in connection with its business.

To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporates to manufacture and sell products under any trademark, letters, patent or copyrights, and grant licenses to do the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects of any of them.

To carry on the business of import and export of general merchandise for all foreign and domestic markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, and to act as brokers, commissionmen, factors, franchisers, franchisees, and agents for the buyers and sellers, both foreign and domestic, merchandise of every kind or nature, and to sell, purchase and deal with merchandise of every kind of nature.

To acquire the goodwill, rights, and property, and to undertake the whole or any part of the assets or liabilities of any person, firm association, or corporation; to pay for the same in cash, the stock of this corporation, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the property to purchase; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contract of every kind with any person, firm, association, partnership, syndicate, entity, or corporation, domestic or foreign, municipality, body politic, country, territory, state government, or colony of dependency thereof, domestic or foreign.

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state government, or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations or securities to issue its own shares of stock, bonds, notes, debentures or other evidences or indebtedness, obligations, securities, certificates, or receipts purchased or required by it; and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts to exercise all the rights of ownership in respect thereof; and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee, or otherwise those issuing creating, or responsible for any such stocks, bonds, notes, debentures, evidences or indebtedness, obligations, securities, certificates or receipts.

To have offices conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount.

In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes as amended, not forbidden by the laws of the State of Florida.

And further, to do and perform and cause to be done or performed each, any, and all of the acts and things have enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or include in any or all of the general powers given, and:

To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural which is not specifically prohibited by the laws of the State of Florida, United States of America any rule or regulation promulgated thereunder.

The said corporation may perform any part of its business outside the State of Florida, in other states, territories, or possessions of the United States, and in all foreign countries.

### **ARTICLE III**

#### **Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is seven thousand, five hundred (7,500) shares of common stock of One Dollar (\$1.00) par value.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

### **ARTICLE IV**

#### **Voting Rights**

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holder of the outstanding Common Shares.

### **ARTICLE V**

#### **Duration**

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

#### **ARTICLE VI**

##### **Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he may already hold, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII**

##### **Registered Agent**

The Registered Agent of this corporation is James S. Lupino, whose address is 90130 Old Highway, Tavernier, Florida 33070.

#### **ARTICLE VIII**

##### **Initial Office**

The initial business office of this corporation is 106040 Overseas Highway, Key Largo, Florida 33037 (mailing address P.O. Box 2506, Key Largo, Florida 33037).

#### **ARTICLE IX**

##### **Directors**

The initial number of directors of this corporation shall be three (3). The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1).

The names and addresses of the members of the first Board of Directors, who subject to the

provisions of the Certificate of Incorporation, the By-Laws and Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

Name

Address

James H. Waterman - 193 Atlantic Blvd., Key Largo, Florida 33037

Julia K. Waterman - 211 S. Bay Harbor Drive, Key Largo, Florida 33037

Alyson L. Waterman - 193 Atlantic Blvd., Key Largo, Florida 33037

## **ARTICLE X**

### **Subscribers**

The names and address of the subscriber of these Articles of Incorporation is as follows:

Name

Address

James S. Lupino - 90130 Old Highway, Tavernier, Florida 33070

## **ARTICLE XI**

### **Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted.

## **ARTICLE XII**

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) of any of them shall be open to inspection of stockholders; and no document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders of



Board of Directors.

The corporation may in its by-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or replace any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 22 day of May, 2003.

  
\_\_\_\_\_  
JAMES S. LUPINO

STATE OF FLORIDA  
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared, JAMES S. LUPINO, to me known to be the person described in and who executed the attached and foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth. I relied upon the following identification of the above named person: personally known

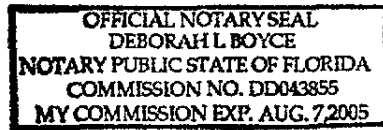
IN WITNESS WHEREOF, I have hereunto set my hand and Official seal at Monroe County,

Florida, this 22 day of May, 2003.

Deborah L. Boyce

Notary Public

My Commission Expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - that MANDALAY BAY TRADING COMPANY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 106040 Overseas Highway, Key Largo, Florida 33037, has named JAMES S. LUPINO, located at 90130 Old Highway, City of Tavernier, State of Florida 33070, as its agent to accept service of process within Florida.

SIGNATURE: \_\_\_\_\_

TITLE \_\_\_\_\_ Incorporator \_\_\_\_\_

DATE 5/22/03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2003 MAY 28 AM 10:23

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Having been named to accept service of process for this above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE: \_\_\_\_\_

Registered Agent

DATE 5/22/03