

P94000028157

LAW OFFICES

RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.

RICHARDS BUILDING

1253 PARK STREET

CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)

JOHN D. FITE (1933-2000)

JOHN E. SLAUGHTER, JR

EMIL G. PRATESI

R. CARLTON WARD

CYNTHIA I. RICE

THEO J. KARAPHILLIS

TEL: (727) 443-3281

FAX: (727) 446-3741

OF COUNSEL

WILLIAM W. GILKEY

WILLIAM M. MACKENZIE

PATRICK W. RINARD

May 8, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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-05/13/02--01076--011
*****35.00 *****35.00

Re: Tropicana Resort Motels, Inc.

Gentlemen:

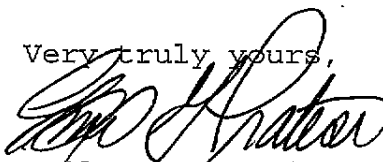
I am enclosing herewith the following in connection with the Articles of Amendment to the Articles of Incorporation of Tropicana Resort Motels, Inc.:

1. Articles of Amendment
2. Check from Tropicana Resort Motels, Inc. payable to the order of the Secretary of State in the amount of \$35.00.

Please file the Amendment and forward written confirmation to this office.

Thank you.

Very truly yours,



Emil G. Pratesi

EGP/ges
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 24 PM 3:47

Amend.

V SHEPARD JUN 25 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 20, 2002

EMIL G. PRATESI
RICHARDS BLDG.
1253 PARK STREET
CLEARWATER, FL 33756

SUBJECT: TROPICANA RESORT MOTELS, INC.
Ref. Number: P94000028157

We have received your document for TROPICANA RESORT MOTELS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 002A00032161

RECEIVED
02 JUN 24 AM 10:57
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TROPICANA RESORT MOTELS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 24 PM 3:47

Article III of the Articles of Incorporation of TROPICANA RESORT MOTELS, INC. was amended by the Corporation's Board of Directors*on April 10, 2002. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Florida Statutes.

1. The name of the Corporation is TROPICANA RESORT MOTELS, INC.

2. Article III of the Articles of Incorporation of TROPICANA RESORT MOTELS, INC. was amended as follows:

"The Corporation is authorized to issue 7500 shares of \$1.00 par value Common Stock."

3. The foregoing Amendment to Articles of Incorporation was duly adopted by the Board of Directors*on April 10, 2002.

IN WITNESS WHEREOF, the undersigned being all the Directors and Share-
of this Corporation, have executed these Articles of Amendment on April 10, 2002.
*and Shareholders


JOHN CONTI


IVA CONTI