

LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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J. LINDSAY BUILDER, JR., P.A.

DIRECT DIAL NUMBER
(407) 648-7421

WEST PALM BEACH, FLORIDA
TAMPA, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN
HOUSTON, TEXAS
LOS ANGELES, CALIFORNIA

January 9, 1995

P95000003443

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Tropicana Hotels, Inc.

400001378514
-01/12/95--01009--001
****122.50 ****122.50

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$122.50 representing \$35 filing fee, \$52.50 for a certified copy and \$35 registered agent fee. Return the certified copy to Ms. Linda Martin in the enclosed self-addressed envelope.

Please call my office if you have any questions. Thank you for your assistance.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN

J. Lindsay Builder, Jr., P.A.

JLBjr/vdm
Enclosures

FILED
1995 JAN 12 AM 8:47
TALLAHASSEE, FLORIDA
STATE

R94-5979
APR 1/13/95
P95-3443

ARTICLES OF INCORPORATION
OF

TROPICANA HOTELS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

TROPICANA HOTELS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3060 Peachtree Road, Suite 750
Atlanta, Georgia 30305

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000.

ARTICLE IV BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member whose name and address is:

Richard C. Kessler
3060 Peachtree Road, Suite 750
Atlanta, Georgia 30305

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TALLAHASSEE, FLORIDA

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

J. Lindsay Builder, Jr., Esquire
Honigman Miller Schwartz and Cohn
390 North Orange Avenue, Suite 1300
Orlando, Florida 32801

ARTICLE VI INCORPORATORS

The name and street address of the incorporator of these Articles of Incorporation is:

Joseph B. Foltz, Esquire
Rowe, Foltz & Martin, P.C.
Five Piedmont Center, Suite 750
Atlanta, Georgia 30305

ARTICLE VII INDEMNITY

The directors of the Corporation shall be indemnified by the Corporation to the full extent provided or permitted by Section 607.0850, Florida Business Corporation Act.

ARTICLE VIII LIABILITY OF DIRECTORS

The directors of the corporation shall have no personal liability to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director resulting from any act or omission, other than personal liability of a director for:

- (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation;
- (b) acts or omissions which involve intentional misconduct or a knowing violation of law;
- (c) the types of liability set forth in Section 607.0831, Florida Business Corporation Act; or
- (d) any transaction from which the director received an improper personal benefit.

- (d) any transaction from which the director received an improper personal benefit.

The undersigned incorporator has executed these Articles of Incorporation this 5th day of January, 1995.

Joseph B. Foltz as Incorporator
Joseph B. Foltz, Incorporator

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIG-
NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is: TROPICANA HOTELS, INC.

2. The name and address of the registered agent and office is:

J. Lindsay Builder, Jr., Esquire

Honigman Miller Schwartz and Cohn
390 North Orange Avenue, Suite 1300

(P.O. Box not acceptable)

Orlando, Florida 32802

(City/State/Zip)

FILED
695 JAN 12 AM 8 47
TALLAHASSEE, FLORIDA

*Having been named 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 perfor-
mance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.*

J. Lindsay Builder, Jr., Esquire
(Signature)
J. Lindsay Builder, Jr., Esquire

1/9/94
(Date)