

**P9500018697**

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March 3, 1995

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

100001421941  
-03/06/95---01004---001  
+++122.50 +++122.50

Re: G. P. Estein Las Vegas Corporation

Gentlemen:

Enclosed herewith are one executed original and one copy of the Articles of Incorporation and Resident Agent form for the captioned corporation.

Also enclosed herewith is a check to the order of the Secretary of State in the amount of \$122.50 to cover the following fees:

Filing Fee	\$35.00
Certified copy of Certificate	52.50
Registered Agent Fee	<u>35.00</u>

Total: \$122.50

Kindly process and return the certified copy of the Articles of Incorporation to Mr. Vegosen at the address on this letterhead at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,

*Jeanne Aplington*

Jeanne Aplington,  
Secretary to Dean Vegosen

DV:jha  
Enclosures

cc: Lothar Estein

*APL 3-8*

FILED  
MAR -5 PM 2  
1995  
TALLAHASSEE, FL  
STATE

**ARTICLES OF INCORPORATION  
OF  
G. P. ESTEIN LAS VEGAS CORPORATION**

95 MAR -6 PM 2 18  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

**ARTICLE I - Name of Corporation**

The name of this corporation shall be G. P. ESTEIN LAS VEGAS CORPORATION.

**ARTICLE II - Principal Address**

The principal address of this corporation shall be:

c/o Estein & Associates USA, Ltd.  
5211 International Drive  
Orlando, Florida 32819

**ARTICLE III - Duration**

This corporation shall be perpetual in existence unless sooner dissolved according to law.

**ARTICLE IV - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

**ARTICLE V - Capital Stock**

The authorized capital stock of the corporation shall be one thousand (1,000) shares, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or

services actually performed for the corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, 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 Office and Agent

The street address of the initial registered office of this corporation is c/o Dean Vegosen, Esquire, 10th Floor, 500 South Australian Avenue, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Lewis, Vegosen & Rosenbach, P.A. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

#### ARTICLE VIII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time but the number shall never be less than one (1) nor more

than five (5). The name and address of the initial director of this corporation is:

Lothar Estein  
Estein & Associates USA, Ltd.  
5211 International Drive  
Orlando, Florida 32819

ARTICLE IX - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Lothar Estein  
Estein & Associates USA, Ltd.  
5211 International Drive  
Orlando, Florida 32819

ARTICLE X - Right of Assignment

The original incorporator of this corporation shall have the right, upon its organization, to assign and deliver his subscriptions of stock to any person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment, shall stand in rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

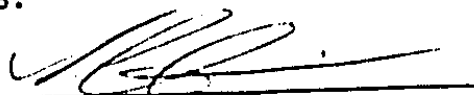
ARTICLE XI - Management of Corporation by Stockholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLES XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation before issuance of any stock to the shareholders.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 28 day of February, 1995.

  
Lothar Estein

STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF ORANGE    )


I hereby certify that on this day personally came and appeared before me, the undersigned authority, Lothar Estein, who is personally known to me, known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and express.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 28th day of February, 1995.



CYNTHIA ANN ABNEY  
My Comm Exp. 11/30/98  
Bonded By Service Ins  
No. CC423876

☒ Personally Known    ☐ Other I.D.

  
Notary Public  
State of Florida at Large  
Commission No. CC 423876

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

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First -- That G. P. ESTEIN LAS VEGAS CORPORATION, desiring to  
organize under the laws of the State of Florida with its principal  
office, as indicated in the Articles of Incorporation, has named  
Lewis, Vegosen & Rosenbach, P.A., who is located c/o Dean Vegosen,  
Esquire, 1st floor, 500 South Australian Avenue, City of West Palm  
Beach, County of Palm Beach, State of Florida, as its agent to  
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

LEWIS, VEGOSEN & ROSENBACK, P.A.

By: Kenneth A. Treadwell  
Kenneth A. Treadwell

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA