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TO: DIVISION OF CORPORATIONS, ALL COVER SHEET COMPANY  
DEPARTMENT OF STATE, 1492 W. FLAGLER STREET, SUITE 200  
STATE OF FLORIDA, MIAMI FL 33136-34-0000  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

(((H95000004612))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: ROYALE CASINO VENTURES, INC.  
FAX AUDIT NUMBER: H95000004612 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 04/25/1995 TIME REQUESTED: 10:00:57  
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

ROYALE CASINO VENTURES, INC.

The undersigned, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is ROYALE CASINO VENTURES, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

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

ELKINS & FREEDMAN  
2101 W. Commercial Blvd., Suite 3400  
Fort Lauderdale, Florida 33309  
(305) 733-1330  
Attorney: RICHARD L. FREEDMAN, ESQ.  
Bar No.: 270598

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ARTICLE V - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 5767 N.W. 24th Terrace, Boca Raton, Florida 33496 and the name of the initial registered agent of this corporation is Eugene Tanz, whose address is 5767 N.W. 24th Terrace, Boca Raton, Florida 33496.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is Eugene Tanz, 5767 N.W. 24th Terrace, Boca Raton, Florida 33496 and Alan Solick, 5767 N.W. 24th Terrace,

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Boca Raton, Florida 33496.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these articles is: Eugene Tans, 5767 N.W. 24th Terrace, Boca Raton, Florida 33496.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors or this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and

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effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of April, 1995.

  
SUBSCRIBER

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE 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 ROYALE CASINO VENTURES, INC. desiring to  
organize under the laws of the State of Florida with its  
principal office, as indicated in the Articles of Incorporation,  
at City of Boca Raton, County of Palm Beach, State of Florida,  
has named Eugene Tanz located at 5767 N.W. 24th Terrace.

(Street address and number of building;  
post office box address not acceptable)

City of Boca Raton, County of Palm Beach, State of Florida, as  
its agent to accept service of process with the state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above  
corporation, at 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.

By: [Signature]  
(Resident Agent)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Charter Number Only

P95000032256

7-31-95 Mary  
Requester's Name  
Elizaveta & Friedman  
Address  
2101 West Commercial Blvd  
Ft Lauderdale, FL  
City State ZIP Phone

VALIDATION ONLY

400001550314  
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

ROYALE CASINO VENTURES, INC.  
diss!

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Foreign                | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership | <input checked="" type="checkbox"/> Dissolution | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Photo Copies        | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> After 4:30          | <input checked="" type="checkbox"/> Walk In     | <input type="checkbox"/> Mail Out                   |
| <input type="checkbox"/> Pick Up             | <input type="checkbox"/> WIN Wait               |   |

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Availability	
Document	ADH
Examiner	
Updater	ADH
Verifier	ADH
Acknowledgment	ADH
W.P. Verifier	ADH

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TALLAHASSEE, FLORIDA

Toll Free: 1-800-432-3028

ARTICLES OF DISSOLUTION  
OF  
ROYALE CASINO VENTURES, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

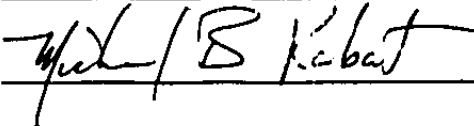
Pursuant to Section 607.1403, Florida Statutes, the undersigned corporation submits the following Articles of Dissolution:

1. The name of the corporation is ROYALE CASINO VENTURES, INC.
2. The date dissolution was authorized: July 19, 1995.
3. Dissolution was approved by the shareholders.  
The number of votes cast for dissolution was  
sufficient for approval.

Signed this 27<sup>th</sup> day of July, 1995.

ROYALE CASINO VENTURES, INC.

BY: M.B.K. CONSULTANTS, INC., the sole shareholder  
of ROYAL CASINO VENTURES, INC.

BY: 

MICHAEL B. KABAT  
Printed Name

President of M.B.K. Consultants, Inc.  
Title