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GUNSTER, YOKLEY

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3/01/96

FLORIDA DIVISION OF CORPORATIONS

11:22 AM

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ELECTRONIC FILING COVER SHEET

TO, DIVISION OF CORPORATIONS

FROM, GUNSTER, YOKLEY, ET AL. (FT. LAUDER

DEPARTMENT OF STATE

500 E. BROWARD BLVD,

STATE OF FLORIDA

SUITE 1400 ATTN, MICHELLE

409 EAST GAINED STREET

FT. LAUDERDALE FL 33304-

TALLAHASSEE, FL 32309

CONTACT, MARY BLACKFORD CHERRY

FAX, (904) 922-4000

PHONE, (407) 850-0728

FAX, (305) 523-1722

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DOCUMENT TYPE, FLORIDA PROFIT CORPORATION OR P.A.

NAME, FLORIDA GAMING EXCURSIONS, INC.

FAX AUDIT NUMBER, H00000002071

CURRENT STATUS, REQUESTED

DATE REQUESTED, 03/01/1996

TIME REQUESTED, 11:22:40

CERTIFIED COPIES, 0

CERTIFICATE OF STATUS, 0

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96 MAR -1 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*  
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FLORIDA DIVISION OF CORPORATIONS

96 MAR -1 PM 12:05

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Michael G. Platner, Esq.  
Gunster, Yoakley, Valdes-Fauli &  
Stewart, P.A.

500 E. Broward Blvd., Suite 1400  
Ft. Lauderdale, FL 33394

ARTICLES OF INCORPORATION Florida Bar No. 366331  
(305) 462-2000

OF

FLORIDA GAMING EXCURSIONS, INC.

Article I

Name

The name of the corporation is Florida Gaming Excursions, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

c/o Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
500 E. Broward Boulevard, Suite 1400  
Ft. Lauderdale, Florida 33394  
Attention: Michael G. Platner

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The mailing address of this corporation shall be:

c/o Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
500 E. Broward Boulevard, Suite 1400  
Ft. Lauderdale, Florida 33394  
Attention: Michael G. Platner

#### Article V

##### Capital Stock

The corporation is authorized to issue One Thousand (1000) shares of U.S. 01/100 Dollars (\$01) par value per share common stock.

#### Article VI

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 500 East Broward Boulevard, Suite 1400, Ft. Lauderdale, Florida 33394, and the name of the initial registered agent of this corporation at the address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

#### Article VII

##### Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The

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name and address of the initial director of this corporation is listed below:

Robert Green            c/o Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
500 E. Broward Boulevard, Suite 1400  
Ft. Lauderdale, Florida 33394  
Attention: Michael G. Platner

#### Article VIII

##### Incorporator

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

Michael G. Platner            500 E. Broward Boulevard, Suite 1400  
Ft. Lauderdale, Florida 33394

#### Article IX

##### Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### Article X

##### Indemnification

This Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all claims, demands, losses, costs, expenses, obligations, liabilities, damages, recoveries and

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deficiencies, including interest, penalties, and reasonable attorney's fees, embracing but not limited to those incurred in defending a claim, action, suit, proceeding, whether civil, criminal, administrative or investigative, as well as appeals, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings; and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office; and shall continue as to a person who has ceased to be a director, officer, employee or agent; and shall inure to the benefit of the heirs, executors and administrators of such a person; and an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article XI

##### Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

#### Article XII

##### Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted

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by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.



\_\_\_\_\_  
Michael G. Platner

DATED: February 28, 1996

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Florida Gaming Excursions, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

**REGISTERED AGENT:****VALDES-FAULI CORPORATE SERVICES,  
INC.**By   
Michael V. Mitrione, Vice President96 MAR - 1 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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10:20 AM

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ELECTRONIC FILING COVER SHEET

TO, DIVISION OF CORPORATIONS

FROM, GUNSTER, YOKLEY, ETAL. (FT. LAUDERD

DEPARTMENT OF STATE

500 E. BROWARD BLVD., SUITE 1400

STATE OF FLORIDA

ATTENTION MICHELLE

408 EAST GAINES STREET

FT LAUDERDALE FL 33304-

TALLAHASSEE, FL 32308

CONTACT, MARY BLACKFORD CHERRY

FAX, (904) 022-4000

PHONE, (407) 850-8728

FAX, (305) 523-1722

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DOCUMENT TYPE, BASIC AMENDMENT

NAME, FLORIDA GAMING EXCURSIONS, INC.

FAX AUDIT NUMBER, H96000000364

CURRENT STATUS, REQUESTED

DATE REQUESTED, 05/06/1999

TIME REQUESTED, 10:20 AM

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Amend

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Gunster, Yoakley, Valdes-Fauli &  
Stewart, P.A.  
500 E. Broward Blvd., Ste. 1400  
Ft. Lauderdale, FL 33394  
Stewart Lapayewkar, Esq.  
Florida Bar No. 00681604

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FLORIDA GAMING EXCURSIONS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, Florida Gaming Excursions, Inc., a Florida corporation, hereby amends its Articles of Incorporation as follows:

Article I is hereby amended to read as follows:

Name

The name of the corporation is Goldcoast Dining, Inc.

Article VII is hereby amended to read as follows:

Initial Board of Directors

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation are listed below:

Michael Hlavsa      c/o      Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
500 E. Broward Blvd., Suite 1400  
Ft. Lauderdale, Florida 33394  
Attention: Michael G. Platner

David Grossman      c/o      Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
500 E. Broward Blvd., Suite 1400  
Ft. Lauderdale, Florida 33394  
Attention: Michael G. Platner

This Amendment was adopted by the sole incorporator on May 3, 1996, prior to the issuance of shares in accordance with Sections 607.1005 and 607.1006 Florida Statutes, and shareholder action was not required.

Dated: 5-3, 1996

  
\_\_\_\_\_  
Michael G. Platner

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96 MAY -6 PM 3:44  
TALLAHASSEE  
STATE  
FLORIDA