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96 MAY -6 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 942773 9171A  
AUTHORIZATION :  
COST LIMIT : ~~XXXXXXXXXX~~

ORDER DATE : May 6, 1996  
ORDER TIME : 10:45 AM  
ORDER NO. : 942773  
CUSTOMER NO: 9171A

500001808895  
-05/06/96--01095--007  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Douglas R. Neu, Esquire  
POSESS & WALSER, P.A.  
  
Suite 201  
7015 Beracasa Way  
Boca Raton, FL 33433

DOMESTIC FILING

NAME: THE SANDS HOTEL, INC.

\*\*\*\*\*NEED TODAY\*\*\*\*\*

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

RECEIVED  
MAY 6 1996  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TH  
5-8-96

ARTICLES OF INCORPORATION  
OF  
THE SANDS HOTEL, INC.

FILED  
96 MAY -6 AM 11:07  
SECRET  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is THE SANDS HOTEL, INC.

ARTICLE II. PURPOSE

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

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue three hundred (300) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

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.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2401 Beach Court, Singer Island, Florida 33404 and the name of the initial registered agent of this corporation at that address is JOAN VILLARI.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) director. The name and address of the initial director(s) of this corporation is:

Joan Villari  
3445 Santa Barbara  
Wellington, FL 33414

Fred J. Villari III  
3445 Santa Barbara  
Wellington, FL 33414

ARTICLE VII. INCORPORATOR

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

Joan Villari  
3445 Santa Barbara  
Wellington, FL 33414

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 2401 Beach Court, Singer Island, Florida. The mailing address of the corporation shall be 2401 Beach Court, Singer Island, Florida 33404.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the share holders.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

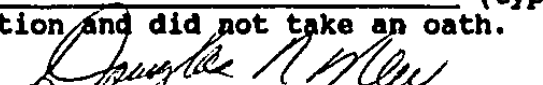
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on May 2, 1996.

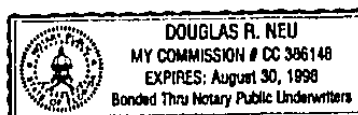
  
JOAN VILLARI

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of MAY, 1996 by JOAN VILLARI as Incorporator of THE SANDS HOTEL, a Florida corporation to be formed, on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_ (type of identification) as identification and did not take an oath.

  
Notary Public, State of Florida  
Name: Douglas R. Neu

My commission expires:



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

FILED  
96 MAY -6 11:07  
TALLAHASSEE  
FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Statute:

That THE SANDS HOTEL, INC., desiring to organize under the laws of the State of Florida as indicated in the Articles of Incorporation, has named JOAN VILLARI located at 2401 Beach Court, Singer Island, Florida 33404, as its agent to accept service of process within the State of Florida.

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

  
JOAN VILLARI  
Registered Agent