

P 96000049925

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

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One Day Service Two Day Service

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Mailor No.: _____ Express Mail No. _____

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96-12359
592

REQUEST TAKEN **CONFIRMED** JUN 1 2 1996 APPROVED

DATE _____

TIME *9:00* _____ CK No. _____

BY *Gen* _____

WALK-IN
Will Pick Up *6/11 12:00*

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RE: Premier Entertainment
Inc.

☒ Capital Express™
☐ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File *photo*
☐ () Cert. Copy(s)
☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S
☐ Fictitious Name File
☐ Name Reservation
☐ Annual Report/Statement
☐ Reg. Agent Service
☐ Document Filing
☐ Corporate KII
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

96 JUN 11 PM 5:38
FILED
TALLAHASSEE, FLORIDA

600001857646
-06/11/96-01035-006
*****70.00-*****70.00

96 JUN 1 AM 8:42
RECEIVED
DIVISION OF
CORPORATION



FLORIDA DEPARTMENT OF STATE 6 JUN 12 AM 8 55

Sandra B. Mortham
Secretary of State

DIVISION OF CORPORATION

June 11, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: PREMIER ENTERTAINMENT, INC.
Ref. Number: W96000012359

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96 JUN 11 PM 5:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PREMIER ENTERTAINMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 896A00028963

Corrected

ARTICLES OF INCORPORATION

FOR

EDWARD MORELLI PREMIER ENTERTAINMENT, INC.

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act") and other laws of the State of Florida, as follows:

ARTICLE I. CORPORATE NAME.

The name of the Corporation is:

EDWARD MORELLI PREMIER ENTERTAINMENT, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of the Corporation are:

**4973 SOUTH SHORE DRIVE
NEW PORT RICHEY, FLORIDA 34652**

ARTICLE III. CAPITAL STOCK.

(a) The Corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

(b) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid in cash; and the Board of Directors shall be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock and its judgment of such value will be conclusive.

(c) Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

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96 JUN 11 PM 5:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are:

**EDWARD MORELLI
4973 SOUTH SHORE DRIVE
NEW PORT RICHEY, FLORIDA 34652**

ARTICLE V. INCORPORATORS.

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

**EDWARD MORELLI
4973 SOUTH SHORE DRIVE
NEW PORT RICHEY, FLORIDA 34652**

ARTICLE VI. PURPOSE.

The purpose of the Corporation is to engage in any and all lawful business for which corporations may be organized under general law.

ARTICLE VII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

The undersigned has executed these Articles of Incorporation this 30th day of May, 1996.



Edward Morelli
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: EDWARD MORELLI
PREMIER ENTERTAINMENT, INC.

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

4973 SOUTH SHORE DRIVE

NEW PORT RICHEY, FLORIDA 34652

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 PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Edward Morelli

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED