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FILED

96 SEP 30 AM 10:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 24, 1996

Alan J. Polin, P.A.  
ATTORNEY AT LAW

Secretary of State of Florida  
Division of Corporations  
The Capital  
Tallahassee, FL 32304

400001360774  
-10/01/96--D1090--002  
\*\*\*\*122.50 \*\*\*\*122.50

RE: *Articles of Incorporation of Pinnacle Entertainment Management Group, Inc.*

Dear Sir or Madam:

I am enclosing herewith an original and one (1) copy of the Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$122.50 is enclosed representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	\$122.50

Please file the original Articles of Incorporation and return the certified copy in the self-addressed stamped envelope we have provided. It is very important that we receive these filed Articles as soon as possible. If you have any questions or should you need anything further to expedite this matter, please contact us immediately.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,

ALAN J. POLIN, P.A.

*Alan J. Polin*  
Alan J. Polin

AJP/paw

Enclosures

*AJP*  
*10/31/96*

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Admitted to Practice in Florida and New York

Coral Springs Financial Plaza  
3300 University Drive • Suite 601 • Coral Springs, FL 33065  
(954) 345-3408 • FAX (954) 345-3902

**ARTICLES OF INCORPORATION  
OF**

**PINNACLE ENTERTAINMENT  
MANAGEMENT GROUP, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I. NAME.** The name of this corporation shall be:

**PINNACLE ENTERTAINMENT MANAGEMENT GROUP, INC.**

**ARTICLE II. PRINCIPAL OFFICE:** The principal place of business or mailing address of this corporation shall be:

**3300 University Drive, Suite 601  
Coral Springs, Florida 33065**

**ARTICLE III. CAPITAL STOCK.** The aggregate number of shares of stock this corporation is authorized outstanding at any one time is: One Thousand (1,000) Shares, all of one class, common stock, at One (\$1.00) Dollar par value.

**ARTICLE IV. TERM OF EXISTENCE.** This corporation is to exist perpetually.

**ARTICLE V. PREEMPTIVE RIGHTS.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued, (whether or not presently authorized), including shares from the Treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of Treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT.** The name and address of the initial registered agent and office of this corporation is as follows:

**Alan J. Polin  
3300 University Drive, Suite 601  
Coral Springs, Florida 33065**

**ARTICLE VII. THE NAMES AND ADDRESSES OF THE INCORPORATORS.** The names and addresses of the Incorporators signing these Articles of Incorporation are:

**Alan J. Polin**  
**3300 University Drive, Suite 601**  
**Coral Springs, Florida 33065**

**Anthony J. Perri**  
**9726 W. Sample Road**  
**Coral Springs, Florida 33065**

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS.** This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

**Alan J. Polin**  
**3300 University Drive, Suite 601**  
**Coral Springs, Florida 33065**

**Anthony J. Perri**  
**9726 W. Sample Road**  
**Coral Springs, Florida 33065**

**ARTICLE IX. PURPOSE.** The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Chapter 607, the "Florida Business Corporation Act" of the State of Florida. In addition, this corporation shall conduct business activities focusing on entertainment and athlete representation and/or management. Such activities would include, but not necessarily be limited to, representing the entertainer and/or athlete ("Entertainer") in the marketing of the Entertainer's ability or reputation as well as providing legal services, accounting and financial management services, insurance and estate planning services and retirement plan services.

**ARTICLE X. NOTICE.** All notices required by Chapter 607, Florida Statutes, including notice to directors and shareholders, must be in writing unless oral notice is authorized in the bylaws.


**ARTICLE XI. SHARES WITHOUT CERTIFICATES.** The board of directors may authorize issuance of all or any portion of the corporation's shares without certificates unless the bylaws provide otherwise.

**ARTICLE XII. AMENDMENT OF ARTICLES.** This corporation may amend its Articles of Incorporation at any time to add or change a provision that is required or permitted in the Articles of Incorporation or to delete a provision not required in the Articles of Incorporation. This 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 shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the board of directors and approved by a majority of the shareholders entitled to vote as more specifically set forth in §§607.1002 and 607.1003, Florida Statutes.

**ARTICLE XIII. CUMULATIVE VOTING.** In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

**ARTICLE XIV. INDEMNIFICATION.** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provision of §607.0850, Florida Statutes.

*IN WITNESS WHEREOF*, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 24 day of SEPTEMBER, 1996.

  
Alan J. Polin (Incorporator)

  
Anthony J. Perri (Incorporator)

STATE OF Florida )  
 ) SS:  
COUNTY OF Broward }

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of September, 1996, by Alan J. Polin who is personally known to me ~~or has produced~~ \_\_\_\_\_ as



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

96 SEP 30 AM 10:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF §607.0501 AND §617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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: **PINNACLE ENTERTAINMENT MANAGEMENT GROUP, INC.**


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

**ALAN J. POLIN**  
(NAME)

**3300 UNIVERSITY DRIVE, SUITE 601**  
(P.O. BOX NOT ACCEPTABLE)

**CORAL SPRINGS, FL 33065**  
(CITY/STATE/ZIP)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF §607.0505 AND §617.0501, FLORIDA STATUTES.

  
ALAN J. POLIN

Dated: 9/24/96