

P97000052442

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED  
97 JUN 13 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Casino Royale  
Entertainments, Inc.

RECEIVED  
97 JUN 13 AM 9:50  
DIVISION OF CORPORATION

K.R. JUN 13 1997

Signature \_\_\_\_\_

Requested by: CBB

Name \_\_\_\_\_ Date 6-13 Time 930

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

300002211183--2

06/13/97--01006--021

\*\*\*\*131.25 \*\*\*\*131.25

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Name Reservation \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- ☒ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
CASINO ROYALE ENTERTAINMENTS, INC.**

FILED  
97 JUN 13 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned Incorporator, John O. Anthony, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

**ARTICLE I:**

The name of the Corporation (hereinafter "Corporation") shall be: Casino Royale Entertainments, Inc.

**ARTICLE II:**

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III:**

The principal place of business and mailing address of the Corporation shall be: Port of Miami, 1265 South America Way, 1<sup>st</sup> Floor, Miami, Florida 33132.

**ARTICLE IV:**

The number of shares of stock that the Corporation will be authorized to have outstanding at any one time shall be: one thousand (1,000) shares of single class stock.

**ARTICLE V:**

The Corporation shall issue its stock pursuant to shareholder agreement in the following manner: two hundred (200) shares of stock to John O. Anthony, two hundred (200) shares of stock to Monica Anthony, and two hundred (200) shares of stock to Graham T. Bailey. The remaining four hundred (400) shares of stock shall not be issued without the affirmative vote of one hundred percent (100%) of all issued and outstanding shares of the Corporation. This provision of the Articles of Incorporation may not be amended without the affirmative vote of one hundred percent (100%) of all issued and outstanding shares of the Corporation.

**ARTICLE VI:**

The Corporation shall have three (3) Directors at inception. The number of Directors

may be increased or decreased from time to time by the Bylaws. The names and addresses of the initial Directors are: John O. Anthony, Port of Miami, 1015 North America Way, Suite 128, Miami, Florida 33132, Monica Anthony, Port of Miami, 1015 North America Way, Suite 128, Miami, Florida 33132, and Graham T. Bailey, Port of Miami, 1015 North America Way, Suite 128, Miami, Florida 33132.

**ARTICLE VII:**

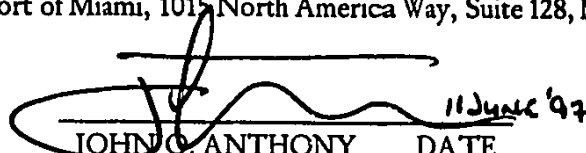
The Bylaws of the Corporation may be adopted, altered, amended, or repealed by the affirmative vote of one hundred percent (100%) of the Directors/Shareholders.

**ARTICLE VIII:**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE IX:**

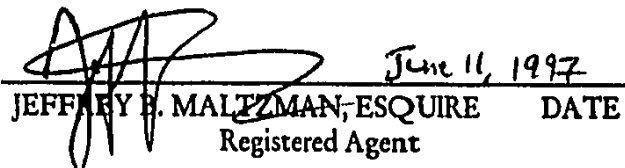
The name and Florida street address of the Incorporator to these Articles of Incorporation is: John O. Anthony, Port of Miami, 1015 North America Way, Suite 128, Miami, Florida 33132.

  
\_\_\_\_\_  
JOHN O. ANTHONY      DATE  
Incorporator

**ARTICLE X:**

The name and Florida street address of the initial Registered Agent is: Jeffrey B. Maltzman, Esquire, One Biscayne Tower - Suite 3750, 2 South Biscayne Boulevard, Miami, Florida 33131.

*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.*

  
\_\_\_\_\_  
JEFFREY B. MALTZMAN, ESQUIRE      DATE  
Registered Agent

FILED  
97 JUN 13 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA