

P9700005 2446

CAPITAL CONNECTION, INC.

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

Casino Training
Academy Inc.

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DIVISION OF CORPORATION

K.R. JUN 13 1997

Signature _____

Requested by: CBB

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TALLAHASSEE, FLORIDA

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- ☒ 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 TRAINING ACADEMY, INC.**

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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 Training Academy, Inc.

ARTICLE II:

The purpose or purposes of the Corporation shall be to operate as a school as defined in Florida Statutes §246.203(1) and to engage in any lawful act or activity related thereto.

ARTICLE III:

The principal place of business and mailing address of the Corporation shall be: Port of Miami, 1265 South America Way, 1st 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:

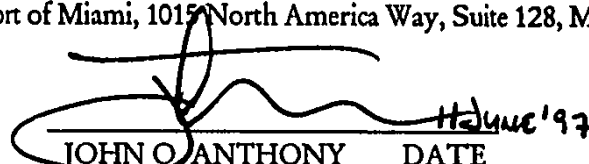
The Bylaws of the Corporation may be adopted, altered, amended, or repealed by the affirmative vote of one hundred percent (100%) of the Directors/Shareholders.

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:

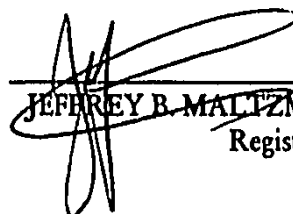
The name and Florida street address of the Incorporator to these Articles of Incorporation is: John O. Anthony, Port of Miami, 1015 North America Way, Suite 128, Miami, Florida 33132.


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

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