

**RODRIGUEZ LANGSTADT & AGUERO**

Attorneys at Law

A Partnership of Professional Associations

Minervino Rodriguez, Jr.  
Oliver J. Langstadt  
Gladys Agüero

815 Ponce de Leon Boulevard  
Coral Gables, Florida 33134  
Telephone: (305) 461-5667  
Telefax: (305) 461-4885

22nd December 1997

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: ARTICLES OF INCORPORATION OF  
TROPICANA'S HOLLYWOOD BEACH FLORIDA, INC.

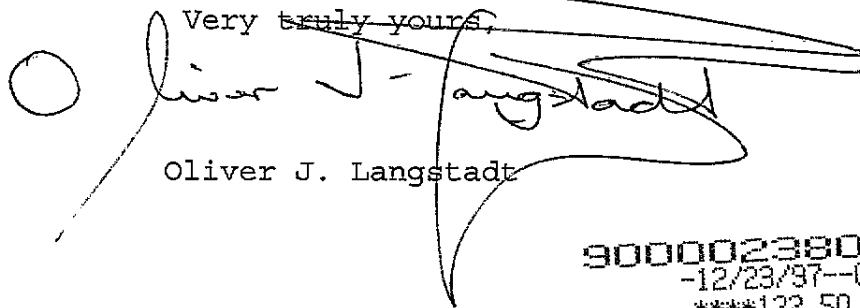
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of TROPICANA'S HOLLYWOOD BEACH, FLORIDA, INC. Please file the Articles of this corporation and return a certified copy to the undersigned reflecting when the Articles were filed with the State via Federal Express in the enclosed self-addressed federal express envelope, as time is of the essence to my client.

Also, enclosed please find my operating account check in the amount of \$122.50, which represents the requisite filing fee and certified copy fee.

Thank you for your kind cooperation in this matter, and should you have any questions, or need any further information, please don't hesitate to contact me.

Very truly yours,



Oliver J. Langstadt

900002380869--5  
-12/23/97--01073--012  
\*\*\*\*122.50 \*\*\*\*122.50

OJL/br  
pc: Client  
enclosure

FILED

97 DEC 23 PM 12:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten initials and date: 12/24/97

ARTICLES OF INCORPORATION  
OF

TROPICANA'S HOLLYWOOD BEACH FLORIDA, INC.

FILED  
97 DEC 23 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of forming a corporation, under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is:

TROPICANA'S HOLLYWOOD BEACH FLORIDA, INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is **ONE THOUSAND (1,000) SHARES** of common stock with no (0) par value.

These Articles were prepared by:

Oliver J. Langstadt  
815 Ponce De Leon Blvd.  
Suite 200  
Coral Gables, Florida 33134  
305-461-5667

ARTICLE FIVE

The street address of the initial office of the Corporation is:

300 North Boardwalk  
Hollywood Beach, Florida 33019

The name of the initial Registered Agent is:

OLIVER J. LANGSTADT

The address of the Registered Agent is:

815 Ponce De Leon Boulevard  
Suite 200  
Coral Gables FL 33134

ARTICLE SIX

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of each initial Director/Officer of the Corporation are as follows:

Stefan Willi Altmaier  
President/Treasurer  
1801 South Ocean Drive # 338  
Hallandale, Florida 33009

Kurt Euler  
Vice-President/Secretary  
1801 South Ocean Drive # 338  
Hallandale, Florida 33009

ARTICLE SEVEN

The name and address of the incorporator is as follows:

Stefan Willi Altmaier  
1801 South Ocean Drive # 338  
Hallandale, Florida 33009

ARTICLE EIGHT

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

ARTICLE NINE

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the fullest extent permitted by law.

ARTICLE TEN

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 22 day of DECEMBER 1997.

  
STEFAN WILLI ALTMALER  
Incorporator

STATE OF FLORIDA       )  
                              )   ss:  
COUNTY OF DADE        )

FILED  
97 DEC 23 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

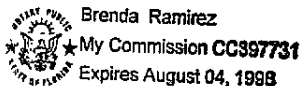
The foregoing instrument was acknowledged before me this 22 day of DECEMBER 1997, by STEFAN WILLI ALTMAIER who personally appeared before me at the time of notarization.

NOTARY PUBLIC-STATE OF FLORIDA

Sign Brenda Ramirez

My commission expires:

Print Brenda Ramirez



Personally Known \_\_\_\_\_ OR Produced Identification ☒  
Type of Identification Produced

Fl. Drivers License.

**ACCEPTANCE BY DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, 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.

Dated this 22 day of DECEMBER, 1997.

Oliver J. Langstadt  
OLIVER J. LANGSTADT  
Registered Agent