

DELOACH & PETERSON, P.A.
ATTORNEYS AT LAW

J. BOYD DELOACH
SID C. PETERSON II
PHILIP B. PETERSON

418 CANAL STREET
POST OFFICE BOX 428
NEW SMYRNA BEACH, FL 32170
(904) 428-2464
FAX (904) 423-9967

P98000069301

August 3, 1998

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

900002606789--3
-08/04/98-01048-002
*****70.00 *****70.00

Re: BSR Tropicana Resort, Inc.

Dear Sirs:

In regard to the above-referenced corporation, enclosed please find Articles of Incorporation, along with a copy of same concerning the above-referenced corporation, and this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,

Sid C. Peterson, Jr.
SID C. PETERSON, JR. (cmr)

SCP/cmr
Enclosures

B. BROWN AUG 10 1998

ARTICLES OF INCORPORATION
OF
BSR TROPICANA RESORT, INC.

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE
AND MAILING ADDRESS

The name of this Corporation shall be: **BSR TROPICANA RESORT, INC.**, with its principal office located at 4825 US Highway 27, Davenport, Florida 33837 and its corporate mailing address being 315 Flagler Avenue, New Smyrna Beach, Florida 32169.

ARTICLE II
NATURE OF BUSINESS AND POWER

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V
REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

SUSAN E. HOUNSOM
315 Flagler Avenue
New Smyrna Beach, Florida 32169

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have two (2) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

SUSAN E. HOUNSOM	315 Flagler Avenue New Smyrna Beach, Florida 32169
-------------------------	---

MILTON E. JOHNSON, JR.	817 St. Highway A1A New Smyrna Beach, Florida 32169
-------------------------------	--

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII
OFFICERS

The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer, and any other office as the Board of Directors may deem necessary. Any two or more offices may be held by the same person.

ARTICLE IX
INITIAL OFFICERS

The names of the initial officers of this Corporation and their street addresses are:

President/Secretary	SUSAN E. HOUNSOM 315 Flagler Avenue New Smyrna Beach, Florida 32169
Vice-President/Treasurer	MILTON E. JOHNSON, JR. 817 St. Highway A1A New Smyrna Beach, Florida 32169

ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

SUSAN E. HOUNSOM
315 Flagler Avenue
New Smyrna Beach, Florida 32169

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporate be made.

IN WITNESS WHEREOF, the undersigned as Incorporator has executed the foregoing Articles of Incorporation on this 3rd day of August, 1998.


SUSAN E. HOUNSOM

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, personally appeared, **SUSAN E. HOUNSOM**, who is personally known to me or who has produced personally known as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on this 3rd day of August, 1998.

Christianne M. Remington
Christianne M. Remington
(Notary - print name)
Notary Public - State of Florida
Commission No.:
My Commission Expires:



Christianne M. Remington
MY COMMISSION # CC658447 EXPIRES
June 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **BSR TROPICANA RESORT, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Davenport, County of Polk, State of Florida, has named **SUSAN E. HOUNSOM**, of 315 Flagler Avenue, New Smyrna Beach, Florida, Volusia County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.

Susan E. Hounsom
SUSAN E. HOUNSOM, as Registered Agent