

Division of Corporations

Page 1 of 1

P9800009506Z

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H99000006155 8)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

Division of Corporations

Fax Number : (850) 922-4000

## From:

Account Name : ATLAS, PEARLMAN, TROP &amp; BORKSON, P.

Account Number : 076247002423

Phone : (954) 763-1200

Fax Number : (954) 766-7800

FILED  
MAR 17 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## BASIC AMENDMENT

## FLORIDA CASINO MARKETING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

RECEIVED

99 MAR 17 PM 12:13

DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

AM/Rest/NC

3/17

Monday, March 15, 1999

2:14 PM

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000006155 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922-4000

From: Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A. *mAm*  
Account Number : 076247002423  
Phone : (954) 763-1200  
Fax Number : (954) 766-7800

BASIC AMENDMENT

FLORIDA CASINO MARKETING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

RECEIVED  
MAR 16 11:05:57  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

Monday, March 15, 1999

2:14 PM



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 16, 1999

FLORIDA CASINO MARKETING, INC.  
1050 LEE WAGNER BLVD. STE. 303  
FT. LAUDERDALE, FL 33315

SUBJECT: FLORIDA CASINO MARKETING, INC.  
REF: P98000095062

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000006155  
Letter Number: 499A00012725

FILED  
99 MAR 17 PM 2:58  
PAGE 3/7  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H99000006155 8

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA CASINO MARKETING, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Chairman and Chief Executive Officer of Florida Casino Marketing, Inc., (hereinafter the "Corporation"), a Florida corporation organized and existing under and by virtue of Chapter 607 of laws of the State of Florida (hereinafter "the Corporation"), and desiring to amend and restate its Articles of Incorporation, does hereby certify:

1. The name of the corporation is Florida Casino Marketing, Inc.
2. The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on November 10, 1998, Document #P98000095062.
3. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors on March 12, 1999, and by Written Consent Action of the Sole Shareholder on March 12, 1999. To effect the foregoing, the text of the Articles of Incorporation is hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: CASINO MARKETING INTERNATIONAL, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be 700 S. Federal Highway, Boca Raton, FL 33432.

STEVEN I. WEINBERGER, ESQ., FLA BAR #0135585  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 E. Las Olas Blvd., Suite 1900  
Ft. Lauderdale, Florida 33301  
Phone Number: (954) 763-1200

H99000006155 8

H99000006155 8

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

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

**ARTICLE IV  
CAPITAL STOCK**

The capital stock of this Corporation shall be comprised of One Hundred (100) common shares.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI  
REGISTERED AGENT AND ADDRESS**

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be William Forhan, 700 S. Federal Highway, Boca Raton, FL 33432.

**ARTICLE VII  
BOARD OF DIRECTORS**

The Board of Directors shall consist of not less than one (1) nor more than five (5) individuals. The number of directors may be increased or decreased from time to time by amendment to the Bylaws.

H99000006155 8

H99000006155 8

## **ARTICLE VIII INDEMNIFICATION**

The Corporation may indemnify any director, officer, employee, or agent of the Corporation to the fullest extent permitted by Florida law.

## **ARTICLE IX AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

## **ARTICLE X CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The foregoing articles and amendments were adopted by the Board of Directors of the Corporation pursuant to a Written Consent of all of the Board of Directors of the Corporation, and by the Sole Shareholder of the Common Stock, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act.

H99000006155 8

99/5955.100/141020.1

H99000006155 8

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Florida Casino Marketing, Inc., a Florida corporation, have been executed this 12 day of MARCH, 1999.

  
\_\_\_\_\_  
William Forhan, Chairman

H99000006155 8

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

CASINO MARKETING INTERNATIONAL, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 700 S. Federal Highway, Boca Raton, FL 33432, has named William Forhan, whose address is 700 S. Federal Highway, Boca Raton, FL 33432, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

By: William Forhan  
William Forhan