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Florida Department of State
 Division of Corporations
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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PARK PLACE GP, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

PARK PLACE GP, INC.

ARTICLE I - NAME

The name of this corporation is: Park Place GP, Inc

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial principal and mailing office of this corporation is:

1401 Brickell Avenue
Suite 530
Miami, FL 33131

THIS DOCUMENT PREPARED BY:
RONALD R. FIELDSTONE, ESQ.
FIELDSTONE LESTER SHEAR & DENBERG
200 SOUTH BISCAYNE BLVD.
SUITE 2100
MIAMI, FLORIDA 33131
(305) 932-1555
FL Bar # 180299

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TALLAHASSEE, FLORIDA

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and the name and address of the initial registered agent of this corporation is:

Name	Address
Ronald R. Fieldstone, Esq.	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Michael D. Friedman	1401 Brickell Avenue Suite 530 Miami, FL 33131

ARTICLE VIII - INCORPORATOR

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

Name	Address
Michael D. Friedman	1401 Brickell Avenue Suite 530 Miami, FL 33131

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

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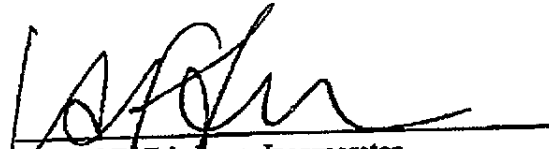
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This 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.

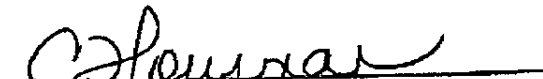
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of MAY 1999.


Michael D. Friedman, Incorporator

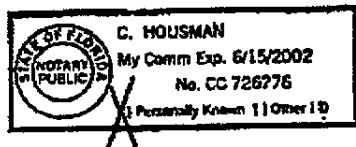
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Michael D. Friedman, who is known to me or who has produced _____ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10 day of May 1999.


Notary Public, State of Florida

Notarial Seal:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Park Place GP, Inc.

2. The name and address of the registered agent and office is:

Ronald R. Fieldstone, Esq.
 200 S. Biscayne Boulevard
 Suite 2100
 Miami, Florida 33131

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA


 Michael D. Friedman
 Title: Incorporator
 Date: 5/10, 1999.

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.


 Ronald R. Fieldstone, Esq.

Date: 5/12, 1999.

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