

*P99000091111*

LAW OFFICES OF  
**MELAND & RUSSIN, P.A.**  
2420 FIRST UNION FINANCIAL CENTER  
200 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131

JEFFREY S. BERLOWITZ

TELEPHONE (305) 358-6363  
TELEFAX (305) 358-1221

October 1, 1999

Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
OCT 11 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

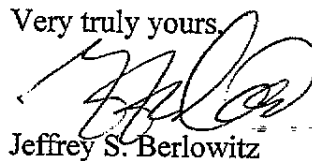
**Re: Incorporation of Caruso Casino Tours, Inc.**

To whom it may concern:

Please find enclosed the Articles of Incorporation of Caruso Casino Tours, Inc., the Acceptance of Registered Agent, and a check in the amount of \$78.75 made payable to the Secretary of State. Kindly forward a certified copy of the Articles of Incorporation to the undersigned at 200 S. Biscayne Boulevard, Suite 2420, Miami, Florida 33131.

Thank you for your attention to this matter.

Very truly yours,

  
Jeffrey S. Berlowitz

JSB/eg  
Enclosure

jsb\secretary.state\tr

200003011972--9  
-10/11/99--01123--025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

D. BROWN OCT 15 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**CARUSO CASINO TOURS, INC.**

FILED  
99 OCT 11 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - Name**

The name of the corporation is Caruso Casino Tours, Inc. (the "Corporation").

**ARTICLE II - Purpose**

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

**ARTICLE III - Capital Stock**

The Corporation is authorized to issue 10,000 shares of US \$.01 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

**ARTICLE IV - Initial Registered Office and Agent**

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Peter D. Russin  
Meland & Russin, P.A.  
200 S. Biscayne Boulevard  
Suite 2420  
Miami, Florida 33131

**ARTICLE V - Corporate Mailing Address**

The principal office and mailing address of the Corporation is

2109 N. 14<sup>th</sup> Avenue  
Hollywood, Florida 33020

#### **ARTICLE VI - Incorporator**

The name and address of the Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Jeffrey S. Berlowitz	Meland & Russin, P.A. 200 S. Biscayne Blvd. Suite 2420 Miami, Florida 33131

#### **ARTICLE VII - Officers and Directors**

The name and address of the initial Officers of the Corporation are as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Secretary	Cheryl B. Caruso	2109 N. 14 <sup>th</sup> Avenue Hollywood, Florida 33020

#### **ARTICLE VIII - Powers**

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE IX - Indemnification**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

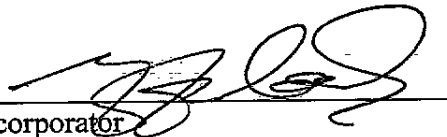
#### **ARTICLE X - Fiscal Year**

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

**ARTICLE XI - Duration**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

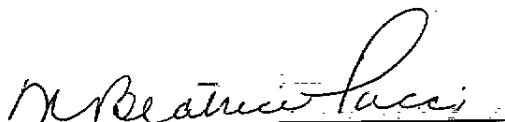
The undersigned has executed these Articles of Incorporation this 22<sup>nd</sup> day of September, 1999.

  
Incorporator

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, JEFFREY S. BERLOWITZ personally appeared who is personally known to me and who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Articles of Incorporation of Caruso Casino Tours, Inc.

IN WITNESS WHEREOF, I have set my hand and affixed my seal of office to this document this 22<sup>nd</sup> day of September, 1999.

  
Notary Public, State of Florida  
At Large  
Print Name:  
Commission No.

My commission expires:



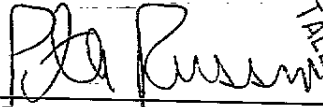
M Beatrice Pucci  
My Commission CC610691  
Expires December 28, 2000

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for at the place designated in the Articles of Incorporation, Peter D. Russin of Meland & Russin, P.A., agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501(3), Fla. Stat. (1990), relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this 22<sup>nd</sup> day of September, 1999.

By: \_\_\_\_\_

  
Peter D. Russin  
Meland & Russin, P.A.

99 OCT 11 PM 4:19  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA