

Filing Fee: \$150.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

MADISON GOLD PARTNERS LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of THE STATE OF NEW YORK

4. The date of its organization is JULY 17, 2007

5. The period of duration of the limited liability company is (if perpetual, so state) PERPETUAL

6. The address of the limited liability company's resident agent in Rhode Island is:

222 Jefferson Boulevard, Suite 200 Warwick, RI 02888
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Corporation Service Company
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

TWIN RIVER CASINO, 100 TWIN RIVER ROAD, LINCOLN, RHODE ISLAND 02865

9. The mailing address for the limited liability company is:

10 EAST 38TH STREET, NEW YORK, NY 10016 ATTN: JEFF TAMIS

FILED

APR 02 2009

By 085662

12:59

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2009 APR -2 PM 2:59

10. Management of the Limited Liability Company:

- A. The limited liability company is to be managed ☒ by its members. *(If you have checked this box, go to item no. 11.)*

or

- B. The limited liability company is to be managed ☐ by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

Manager

Address

11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: APRIL 1, 2009

MADISON GOLD PARTNERS LLC

Print Exact Name of Limited Liability Company Making Application

By

Jeff Tamis
Signature of authorized person

**State of New York
Department of State } ss:**

I hereby certify, that SCOTT COLEE LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 07/17/2007, and that the Limited Liability Company is existing so far as shown by the records of the Department.

A Certificate of Amendment SCOTT COLEE LLC, changing its name to MADISON GOLD PARTNERS LLC, was filed 01/09/2009.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 31st day of March
two thousand and nine.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
Special Deputy Secretary of State



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

