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Law Offices

HOLLAND & KNIGHT LLP

200 South Orange Avenue, Suite 2600 P.O. Box 1526 (ZIP 32802-1526) Orlando, Florida 32801

407-425-8500 FAX 407-244-5288 www.hklaw.com

April 5, 1999

VIA COURIER

Division of Corporations Department of State 409 E. Gaines Street Tallahassee, FL 32301

Subject:

Church Street Station Games, Inc.

Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced corporation --

- Original Articles of Incorporation and copy for certification; and
- 2. A check in the amount of \$78.75 in payment of the following items:

 (a) \$35.00 for filing fee, (b) \$35.00 for designation of Registered Agent, and (c) \$8.75 for a certified copy.

Northern Virginia

Orlando

Providence

San Francisco

St. Petersburg

Washington, D.C.

West Palm Beach

Tallahassee

Tampa

Atlanta

Boston

Fort Lauderdale

Jacksonville

Lakeland

Melbourne

Mexico City

Miami

New York

Direct Dial 407-244-5280

Internet E-mail mspear@hklaw.com

MARLIS J. SPEAR

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Mrs. Marlis J. Spear Legal Assistant

1 Q. Spear

/mjs

Enclosures

cc: Jeffrey P. Wieland, Esq.

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ARTICLES OF INCORPORATION

OF

CHURCH STREET STATION GAMES, INC.

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DIVISION SEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Church Street Station Games, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 6100 Deacon Drive, Windermere, Florida 34786, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 6100 Deacon Drive, Windermere, Florida 34786. The initial registered agent of the Corporation at the registered office shall be Gerard O'Riordan.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

Name

Address

Gerard O'Riordan

6100 Deacon Drive

Windermere, Florida 34786

Tyler Piercy

6100 Deacon Drive

Windermere, Florida 34786

Incorporator

The name and address of the incorporator of the Corporation is:

Name

<u>Address</u>

Gerard O'Riordan

6100 Deacon Drive

Windermere, Florida 34786

Executed this 5th day of April, 1999.

Gerard O'Riordan, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.

Gerard O'Riordan, Registered Agent

Date: (Stil 5 , 1999

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