

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-222-9171
904-222-9171

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 674064 86901M

AUTHORIZATION :

000001586630

-09/15/95--01096--002

***1750.00 ***1750.00

COST LIMIT : 0 PREPAID

ORDER DATE : September 5, 1995

ORDER TIME : 9:32 AM

ORDER NO. : 674064

CUSTOMER NO: 86901M

CUSTOMER: Mr. Patty Cosentino
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
33north LaSalle Street
Suite 1925
Chicago, IL 60602

G. TAX _____
FILING _____ 12.85
R. AGENT FEE _____ 85
C. COPY _____
TOTAL _____ 12.85

2 - PAID _____

BALANCE DUE _____

REMARK _____

DOMESTIC FILING

NAME: ATLANTIC GAMING SHIPS, LTD.

000001586630

-09/15/95--01096--003

*****35.00 *****35.00

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
XXX PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schröder

EXAMINER'S INITIALS: BK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -6 AM 10:30

rec 9/6/95

CERTIFICATE OF LIMITED PARTNERSHIP
OF

1. Atlantic Gaming Ships, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited",
"Ltd.", or "Limited Partnership")

2. 1801 South Federal Highway, Suite 300, Delray Beach, Florida 33483
(The Business Address of Limited Partnership)

3. The Prentice-Hall Corporation System, Inc.
(Name of Registered Agent for Service of Process)

4. 1201 Hays Street, Suite 105, Tallahassee, Florida 32301
(Florida Street Address for Registered Agent)

The Prentice-Hall Corporation System, Inc.

5. By: Marcie R. Hamer, Assistant Secretary 9-5-95
(Registered Agent must sign here to accept designation as Registered Agent for
Service of Process.)

6. 1801 South Federal Highway, Suite 300, Delray Beach, Florida 33483
(The Mailing Address of the Limited Partnership.)

7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2036.

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

F9500069346
Atlantic Gaming Ships, Inc.
a Florida corporation

1801 S. Federal Highway, Suite 300
Delray Beach, Florida 33483

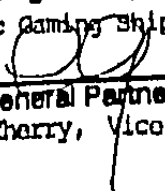
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -6 AM 10:30

Signed this 29 day of August, 1995.

Signature of all general partners:

Atlantic Gaming Ships, Inc.

By:


General Partner

Eric Cherry, Vice President

General Partner

General Partner

General Partner

General Partner

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of

Atlantic Gaming Ships, L.P., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$ 0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 4,400,000.

This 25th day of August, 19 95.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Atlantic Gaming Ships, Inc.,
a Florida corporation

By: _____

General Partner
Eric Cherry, Vice President

General Partner

General Partner

General Partner

General Partner

General Partner

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1995 SEP -6 AM 10:30

