

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-1222
 Mailing Address: Post Office Box 10000, Tallahassee, FL 32301
 TOLL FREE N. 1-800-42-6062
 FAX (904) 222-1222

MISSISSIPPI
7500000/882

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input checked="" type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-	80088146858	
<input type="checkbox"/> Fictitious Name File	04/20/95 01028 006	
	*****20.00 *****70.00	
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ()		
	pgs.	

SUBTOTALS

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY SW _____

WALK-IN Will Pick Up 4-18

FEE.....	\$ 4/18/95
DISBURSED.....	\$ 95 APR 18 PM 2:57
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

APPLICATION BY A FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH FSA § 607.1503, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE
OF FLORIDA:

1. Name of Corporation [IF NOT ALREADY CONTAINED IN THE NAME,
ADD ONE OF THE FOLLOWING WORDS: "INCORPORATED," "COMPANY,"
OR "CORPORATION," OR THE ABBREVIATIONS "CORP.," "INC." OR
"CO.," OR WORDS OF LIKE IMPORT IN LANGUAGE THAT WILL CLEARLY
INDICATE THAT IT IS A CORPORATION INSTEAD OF A NATURAL
PERSON OR PARTNERSHIP]:

MISSISSIPPI GAMING CORPORATION

2. The (state) (country) under whose laws the corporation is
incorporated:

DELAWARE

3. FEI number, if applicable: 59- 3229086
4. Date of incorporation in the domiciliary (state) (country):
January 28, 1992
5. Duration: Perpetual
6. Date first transacted business in Florida [SEE FSA §§
607.1501, 607.1502 and 817.155]: April 19, 1995
7. Current mailing address: 4407 W. Aloha Dr.
Diamondhead, MS 39525
8. Purpose(s) of corporation authorized in home state or
country to be carried out in the state of Florida:
promotion/operation of passenger cruises
9. Name and street address of Florida registered agent:
J. Robert Hughes, Esq.
Barron, Redding, Hughes, Fite, Bassett & Fenson, P.A.
220 McKenzie Avenue
Panama City, Florida 32401

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 18 PM 2:57

10. Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


J. Robert Hughes
Registered Agent

11. Attached hereto is a certificate of existence (or document of similar import) duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose laws the corporation is incorporated.
12. The names and addresses of each of the corporation's directors are as follows:

<u>Name of Directors:</u>	<u>Specific Address:</u>
Deborah Vitale	1013 Princess St., Alexandria, VA 22314
Stephen M. Turner	8245 Boone Blvd. #704, Vienna, VA 22182
Sharon E. Petty	4735 S. Pearl St., Las Vegas, NV 89121
Charles H. Reddien	4407 W. Aloha Dr., Diamondhead, MS 39525

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13. The names and addresses of each of the corporation's officers are as follows:

Name & Title of Officers:

Specific Address:

Charles H. Reddien, President, 4407 W. Aloha Dr. Diamondhead, MS 39525

Sharon E. Petty, Secretary, 4735 S. Pearl St., Las Vegas, NV 89121

Date: April 17, 1995

MISSISSIPPI GAMING CORPORATION

Charles H. Reddien
Charles H. Reddien, President

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MISSISSIPPI GAMING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF APRIL, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 18 PM 2:57




Edward J. Freel, Secretary of State

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950084010

AUTHENTICATION: 7474108

DATE: 04-17-95