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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL, INC.

ACCT#: 110432003053

CONTACT: ~~XXXXXXXXXX~~ *Greg*

PHONE: (305) 672-0686

FAX #: (305) 672-9110

NAME: PREMIER GAMING ASSOCIATES, INC.

AUDIT NUMBER.....H98000003925

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

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PAGES.....3

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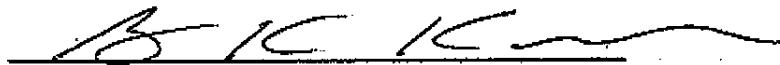
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BOARD OF DIRECTORS RESOLUTION

The board of directors of Premier Gaming Associates, Inc., a Bahamas corporation, authorized the corporation on February 26, 1998 to adopt the alternate name Premier Gaming, Inc. to transact business in Florida.

The undersigned certifies that the board of directors adopted the corporate resolution shown above.

Date: February 26, 1998



Greg K. Kuroda, Assistant Secretary

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

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

1. Premier Gaming Associates, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY," "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or
partnership if not so contained in the name at present.)

2. Bahamas

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. December 10, 1997

(Date of Incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing this application

(Date first transacted business in Florida. (See Section 607.1501, 607.1502, and 817.155, F.S.))

7. 4405 N.W. 73rd Ave, Suite: 112-8122

Miami, FL 33166-6400

(Current mailing address)

8. Purpose of corporation to be carried out in Florida: all activities permitted under applicable law

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens, FL 33418

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at
the place designated in this application, 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 obligations of my position as
registered agent.

By: _____

Corporate Creations Enterprises Inc.
Greg K. Kuroda, Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this
application to the Department of State, by the Secretary of State or other official having custody of
corporate records in the jurisdiction under the law of which it is incorporated.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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12. Names and business addresses of officers and/or directors: (Street address ONLY)

A. DIRECTORS

Leo Crawford
4405 N.W. 73rd Ave, Suite: 112-8122
Miami FL 33166-6400

B. OFFICERS

PRESIDENT Leo Crawford
4405 N.W. 73rd Ave, Suite: 112-8122
Miami, FL 33166-6400

SECRETARY Leo Crawford
4405 N.W. 73rd Ave, Suite: 112-8122
Miami, FL 33166-6400

TREASURER Leo Crawford
4405 N.W. 73rd Ave, Suite: 112-8122
Miami, FL 33166-6400

13. Signature of an officer listed in item 12:

By: 
Leo Crawford
by G. K. Kuroda as attorney-in-fact

Date: February 26, 1998

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IBC 01

Commonwealth of The Bahamas
The International Business Companies Act

(No. 2 of 1990)

Certificate of Incorporation

(Section 11 and 12)

PREMIER GAMING ASSOCIATES, INC.

No. 69,461 B

I, JACINDA P. BUTLER, ASST. S. Registrar General of the Commonwealth of The Bahamas
do hereby certify pursuant to the International Business Companies Act (No. 2 of 1990) that all the
requirements of the said Act in respect of incorporation have been satisfied and that

PREMIER GAMING ASSOCIATES, INC.

is incorporated in the Commonwealth of The Bahamas as an International Business Company

this 10th day of

DECEMBER

1997

Shown under my hand and seal
at Nassau in the Common-
wealth of The Bahamas

Butler

ASST. REGISTRAR GENERAL

98 FEB 26
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SECRETARY OF CORPORATIONS
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