

L98000002585



ACCOUNT NO. : 072100000032

REFERENCE : 965215 1299A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 17, 1998

ORDER TIME : 12:19 PM

ORDER NO. : 965215-005

CUSTOMER NO: 1299A

CUSTOMER: Ms. Vicki Barnes
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
Suite 800
125 West Romana Street
Pensacola, FL 32501

DOMESTIC FILING

NAME: JACKPOT BINGO OF NORTHWEST
FLORIDA, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: _____

FILED
98 SEP 17 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 SEP 17 PM 1:06
DIVISION OF CORPORATION

900002642289
-09/17/98-01068-018
****337.50 ****337.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1998

ROBERT MAXWELL
CSC
TALLAHASSEE, FL

SUBJECT: JACKPOT BINGO OF NORTHWEST FLORIDA, L.L.C.
Ref. Number: W98000021311

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98 SEP 17 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for JACKPOT BINGO OF NORTHWEST FLORIDA, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 298A00047176

**ARTICLES OF ORGANIZATION OF
JACKPOT BINGO OF NORTHWEST FLORIDA, L.L.C.**

W. Todd Schweizer, a natural person competent to contract, presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of this limited liability company is:

JACKPOT BINGO OF NORTHWEST FLORIDA, L.L.C.

This limited liability company is referred to articles as "the Company."

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ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing address and street address of the principal office of the Company is 866 Santa Rosa Boulevard, Fort Walton Beach, Florida 32548.

ARTICLE III - PURPOSES AND POWERS

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

The Company shall have a perpetual existence unless the Company is terminated as provided in its regulations. Provided, however, the remaining members may continue the existence of the Company as provided in Article VIII below and as further provided in the regulations of the Company.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Company shall be 866 Santa Rosa Boulevard, Fort Walton Beach, Florida 32548, and the name of the initial registered agent of the Company at that address is W. Todd Schweizer.

ARTICLE VI - MANAGEMENT

This limited liability company will be managed by its managers selected in accordance with the regulations of this limited liability company. Provided, however, such regulations require that the members of this limited liability company approve certain actions. The name and address of the individual who shall serve as the initial manager until his successor(s) are elected and qualify in accordance with the regulations of this limited liability company is as follows:

W. Todd Schweizer
866 Santa Rosa Boulevard
Fort Walton Beach, Florida 32548

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The initial member of the Company is W. Todd Schweizer. New members shall be admitted to the Company only upon the agreement of all of the members or as otherwise provided in the Regulations of the Company.

ARTICLE VIII - MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the bankruptcy, dissolution, death or withdrawal from the Company of a member, the remaining member or members of the Company shall have the right to continue the business of this limited liability company.

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ARTICLE IX - COMMENCEMENT OF EXISTENCE

The date for commencement of the Company's existence shall be the date these Articles of Organization are filed with the offices of the Secretary of State of Florida.

ARTICLE X - AMENDMENT

The Company reserves the right to amend these Articles of Organization or any amendment thereto from time to time in accordance with the Florida Limited Liability Company Act and the Company's regulations.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.

JACKPOT BINGO OF NORTHWEST FLORIDA,
L.L.C.:

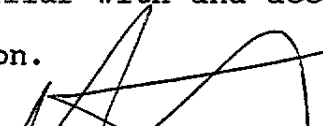

W. Todd Schweizer

Date: SEPT 15, 1998

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TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Further, I am familiar with and accept the duties and obligations of such designation.


W. Todd Schweizer

Date: SEPT 15, 1998

STATE OF FLORIDA)
 :
COUNTY OF ESCAMBIA)

AFFIDAVIT

BEFORE ME, the undersigned, personally appeared W. Todd Schweizer, a member of JACKPOT BINGO OF NORTHWEST FLORIDA, L.L.C., a Florida limited liability company, hereinafter "Company", who upon being duly sworn, certified as follows:

1. The Company has at least one member.

2. The total amount of cash contributed to the Company as of its formation is ONE HUNDRED AND NO/100 (\$100.00) DOLLARS, with ONE HUNDRED AND NO/100 (\$100.00) DOLLARS being contributed by W. Todd Schweizer.

3. No property other than cash has been contributed by the members as of formation.

4. The total value of cash or property anticipated to be contributed by the members is One Hundred (\$100.00) Dollars, which includes the amounts previously specified in this affidavit.

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

AFFIANT:

MEMBER:


W. TODD SCHWEIZER

Date: SEPT 15, 1998

SWORN TO AND SUBSCRIBED before me this 15th day of September, 1998, by W. Todd Schweizer, who (X) is personally known to me, or () has produced _____ as identification, bearing identification number _____


[Signature of Notary Public]

[Print, Type, or Stamp Name of Notary Public]

[NOTARIAL SEAL]

Commission Number: _____

My Commission Expires: _____

Richard M. Colbert
Notary Public, State of Florida
My Comm. Expires July 19, 1999
No. CC462965

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE