

Division of Corporations

M62142

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

CRC HOLDINGS, INC.

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Merger
4/27/01 DC

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CASINO HOLDING, INC., a Delaware corporation not qualified to transact
business in the State of Florida

INTO

CRC HOLDINGS, INC., a Florida entity, M62142.

File date: April 27, 2001

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER

OF

CASINO HOLDING, INC.
(a Delaware corporation)

INTO

CRC HOLDINGS, INC.
(a Florida corporation)

FILED
SECRETARY OF CORPORATIONS
DIVISION
2001 APR 27 PM 4:10

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporation does hereby make and execute these Articles of Merger for the purpose of merging Casino Holding, Inc., a Delaware corporation, into CRC Holdings, Inc., a Florida corporation (the "Merger"):

(a) The Plan of Merger is as follows:

1. The name of each corporation to be merged is Casino Holding, Inc., a Delaware corporation ("Casino"), and CRC Holdings, Inc., a Florida corporation ("CRC"). The name of the surviving corporation is CRC Holdings, Inc., a Florida corporation.

2. At the time the Merger is effective (the "Effective Time"), each share of common stock of Casino issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by the holders thereof, be converted into one share of the common stock of CRC. At the Effective Time, each share of CRC's common stock, \$.005 par, issued and outstanding immediately prior to the Effective Time shall, by virtue of this Merger and without any action on the part of the holder thereof, be converted into, and become exchanged for, the right to receive the cash consideration specified in Section 1.3 of the Agreement and Plan of Merger dated July 31, 2000 by and among Casino, CRC and the other parties thereto.

3. At the Effective Time, the officers and directors of Casino shall become the officers and directors of Survivor.

(b) The Effective time of the Merger shall be the date of the filing of these Articles of Merger.

(c) The date of adoption of the Plan of Merger by the shareholders of Casino was July 31, 2000.

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(d) The date of adoption of the Plan of Merger by the shareholders of CRC was July 31, 2000.

(e) The Articles of Merger may be executed in counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same Articles of Merger.

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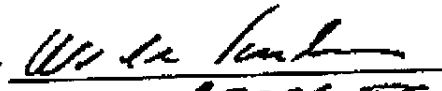
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Dated: _____

CASINO HOLDINGS, INC.

By 
Name: Robert S. Ippolito
Title: Secretary/Treasurer

CRC HOLDINGS, INC.

By 
Name: W. PETER TEMMING
Title: CFO

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New Directors of CRC Holdings, Inc.

Peter Carlino

President , CEO

Robert Ippolito

Secretary, Treasure, Director

Joseph A. Lashinger Jr.

Vice President, Director

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