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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

Association of Florida Charitable Bingos, Inc.

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ARTICLES OF INCORPORATION

OF

ASSOCIATION OF FLORIDA CHARITABLE BINGOS, INC.

The undersigned, acting as incorporator of a Corporation Not for Profit Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for Corporation.

ARTICLE I

Name

The name of the Corporation is ASSOCIATION OF FLORIDA CHARITABLE BINGOS, INC.

ARTICLE II

Purposes

The Corporation is organized and shall be operated exclusively for the purpose of promoting bingo for the benefit of charitable organizations and causes in the State of Florida; advancing the business interests of operators of charitable bingo halls and suppliers of bingo equipment; engaging in activities relating to the aforementioned purposes; and investing in, receiving, holding, using and disposing of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter the "Internal Revenue Code").

ARTICLE III

Powers

The Corporation shall have all powers conferred upon nonprofit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any member or private individual within the meaning of Section 501(c)(6) of the Internal Revenue Code.

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ARTICLE IV

Members

The Corporation shall have members. All provisions regarding the members, including the designation of classes, if any, shall be set forth in the Bylaws of the Corporation. The right of members, or any class or classes of members, to vote shall be granted, denied, or limited to the extent specified in the Bylaws.

ARTICLE V

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3).

ARTICLE VI

Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in Chapter 617, Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3), 501(c)(4) or 501(c)(6) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3), 501(c)(4) or 501(c)(6) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

ARTICLE VII

Amendment

These Articles may be amended in the manner now or hereafter provided in Chapter 617 of the Florida Statutes.

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ARTICLE VIII

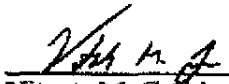
Miscellaneous

Section 1. The street address of the Corporation's initial registered office is One Independent Drive, Suite 1300, Jacksonville, Florida 32202 and the initial registered agent at such address is F & L Corp.

Section 2. The mailing address of the principal office of the Corporation is c/o Foley & Lardner, LLP, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

Section 3. The name and address of the incorporator is Vitauts M. Gulbis, Foley & Lardner LLP, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of August, 2004.



Vitauts M. Gulbis, Incorporator

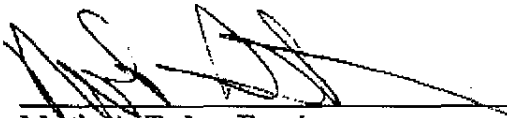
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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F & L CORP.



Martin A. Traber, Esquire
Title: Vice-President

Dated the 3rd day of August, 2004.

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