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99 APR -5 PM 2: 06 ARTICLES OF DISSOLUTION OF FLORIDA LOCALLY APPROVED GAMING, INC. SECRETARY OF STATE TALLAHASSEE, FLORIDA

Pursuant to Section 617.1403, Florida Statutes, this Florida nonprofit corporation submits the following Articles of Dissolution:

- The name of the corporation is Florida Locally Approved Gaming, Inc. 1.
- The corporation has no members. The number of directors in office was three (3), and all the directors of the corporation adopted the resolution to dissolve the corporation on March 26 ____, 1999, by unanimous written consent executed in accordance with Section 617.0821, Florida Statutes.
- The dissolution of the corporation shall be effective upon the filing of these Articles of Dissolution with the Florida Department of State.

Dated: March 26 , 1999.

> LOCALLY FLORIDA APPROVED GAMING, INC.

Director

ORL1-250556.1/5222

ACTION BY WRITTEN CONSENT OF BOARD OF DIRECTORS OF FLORIDA LOCALLY APPROVED GAMING, INC.

Pursuant to the authority contained in Section 617.0821 of the Florida Statutes and the Bylaws of Florida Locally Approved Gaming, Inc., a Florida not-for-profit corporation (the "Corporation"), the undersigned, being all of the Directors of the Corporation, do take and hereby adopt the following actions in writing, without a meeting:

WHEREAS, the business of the Corporation has ceased and the Corporation has essentially wound up its affairs; and

WHEREAS, it is deemed to be in the best interests of the Corporation that the Corporation be dissolved,

NOW, THEREFORE, BE IT

RESOLVED, that in accordance with the provisions of Section 617.1402 of the Florida Statutes, the directors of the Corporation hereby authorize that the Corporation be dissolved according to the following plan:

- 1. As soon as practicable, the Corporation, by its duly authorized officers and directors, shall to the extent of available assets of the Corporation first pay any expenses of the dissolution of the Corporation and next pay any remaining liabilities of the Corporation to third parties;
- 2. The Corporation will have no assets remaining to distribute in accordance with Article VII of the Bylaws of the Corporation;
- 3. The proper officers of the Corporation shall take such action as in their discretion they consider necessary or appropriate to cause the dissolution of the Corporation;
- 4. The proper officers of the Corporation shall cause to be filed Articles of Dissolution with the Florida Department of State and all other forms and documents required by governmental authorities, including tax returns, as soon as possible after dissolution of the Corporation;
- 5. The officers and directors of the Corporation shall be empowered, authorized and directed to take all action and execute all instruments as they may consider appropriate to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary or desirable in furtherance of the dissolution of the Corporation

in accordance herewith.

IN WITNESS WHEREOF, each of the undersigned has executed this Action by Written Consent on the date set forth below opposite his or her signature.

Dated: March 12, 1999

Charles M Fernandoz, Director

Dated: Maria 26 , 1999

ernard J. Murphy Director

Dated: Nach 15, 1999

Mikki Canton, Director

ORL1-250567.1/5222

OFFICER'S CERTIFICATE

I, the undersigned, as the <u>Direc</u>	tor of FLORIDA LOCALLY
APPROVED GAMING, INC., a Florida no	nprofit corporation (the "Corporation"), do
hereby certify that the following plan of di	ssolution of the Corporation was approved
and adopted by the unanimous written cor	sent of the directors of the Corporation on
March 26 , 1999, in compliance with Sec	tion 617.1402, Florida Statutes, and Section
617.1406(2). Florida Statutes:	

- 1. As soon as practicable, the Corporation, by its duly authorized officers and directors, shall to the extent of available assets of the Corporation first pay any expenses of the dissolution of the Corporation and next pay any remaining liabilities of the Corporation to third parties;
- 2. The Corporation will have no assets remaining to distribute_in accordance with Article VII of the Bylaws of the Corporation;
- 3. The proper officers of the Corporation shall take such action as in their discretion they consider necessary or appropriate to cause the dissolution of the Corporation;
- 4. The proper officers of the Corporation shall cause to be filed Articles of Dissolution with the Florida Department of State and all other forms and documents required by governmental authorities, including tax returns, as soon as possible after dissolution of the Corporation;
- 5. The officers and directors of the Corporation shall be empowered, authorized and directed to take all action and execute all instruments as they may consider appropriate to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary or desirable in furtherance of the dissolution of the Corporation in accordance herewith.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 26th day of March 1999.

Print Name: Bernard J.

ORL1-250583.1/5222