

N99000002482

MICHAEL G. PARK, ESQ.
127 BAREFOOT COVE
HYPOLUXO, FLORIDA 33462
(561) 582-4434

April 26, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

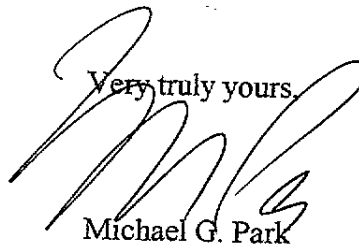
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*****35.00 *****35.00

Re: The Association of Florida Bingos, Inc.

Dear Madam/Sir:

Enclosed please find a check in the amount of \$35.00, along with one original and one copy of the Amended and Restated Articles of Incorporation for the above-referenced corporation. Please expedite the filing for this corporation, and return a certified copy of the Amended and Restated Articles to me by mail. If you should have any questions, please feel free to call me at 561-582-4434.

Very truly yours,



Michael G. Park

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 22 AM 9:56

Amended & Restated Art.

V. SHEPARD MAY 24 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 11, 2000

MICHAEL G. PARK, ESQ.
127 BAREFOOT COVE
HYPOLLUXO, FL 33462

SUBJECT: THE ASSOCIATION OF FLORIDA BINGOS, INC.
Ref. Number: N99000002482

We have received your document for THE ASSOCIATION OF FLORIDA BINGOS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 700A00026497

Rec'd 5/22

MICHAEL G. PARK, ESQ.
127 BAREFOOT COVE
HYPOLUXO, FLORIDA 33462
(561) 582-4434

May 16, 2000

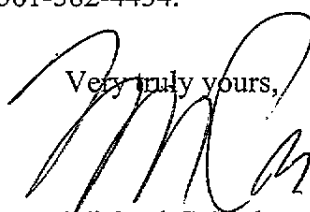
Ms. Velma Shepard
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Association of Florida Bingos, Inc.

Dear Madam/Sir:

Enclosed please one original and one copy of the revised Amended and Restated Articles of Incorporation for the above-referenced corporation. The Amended and Restated Articles of Incorporation were revised in accordance with your May 11, 2000 correspondence and approved by the corporation's Board of Directors. Please expedite the filing for this corporation, and return a certified copy of the Amended and Restated Articles to me by mail. You retained the filing check for \$35.00, so I assume nothing further is required. If you should have any questions, please feel free to call me at 561-582-4434.

Very truly yours,



Michael G. Park

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ASSOCIATION OF FLORIDA BINGOS, INC.
(A Florida Corporation Not for Profit)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 22 AM 9:56

THIS Amended and Restated Articles of Incorporation was unanimously adopted by the Board of Directors and does not contain any amendments requiring member approval.

**ARTICLE I
Name**

The name of this corporation is THE ASSOCIATION OF FLORIDA BINGOS, INC. (hereinafter called the "Corporation").

**ARTICLE II
Principal Place of Business and Mailing Address**

The address of the principal office of the Corporation shall be 127 Barefoot Cove, Hypoluxo, Florida 33462, or at such other location as may be appointed by the Board of Directors pursuant to the Bylaws.

**ARTICLE III
Purpose**

This is a Corporation not for profit which is organized exclusively for not-for-profit purposes. The primary purpose of the Corporation is to promote bingo in the State of Florida.

**ARTICLE IV
Manner of Election of Directors**

The activities and affairs of the Corporation shall be managed by a Board of Directors (hereinafter called the "Directors" and collectively as the "Board"). The number of Directors shall be fixed by the Bylaws, but in no case shall the number be less than three. Directors shall be elected by a majority of Voting Members at the Annual Meeting of the Voting Members to be held on such date and in such manner as the Bylaws may provide. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board may, by resolution passed by a majority of the whole Board, designate one or more committees which shall have and may exercise all the powers of the Board in the management of the activities and affairs of the Corporation, consistent with the Bylaws. Such committees may have power to authorize the seal

Prepared by:
Michael G. Park, Esq.
127 Barefoot Cove
Hypoluxo, Florida 33462
Florida Bar No. 855870

of the Corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board. The Directors of the Corporation may, if the Bylaws so provide, be classified as to term of office. The Board may elect such officers as the Bylaws may specify, subject to the provisions of Florida Statutes, who shall have titles and exercise such duties as the Bylaws may provide. The Board is expressly authorized to make, alter, or repeal the Bylaws of this Corporation. This Corporation may in its Bylaws confer powers upon its Board in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by Florida Statutes.

ARTICLE V

Limitation of Corporate Powers

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real and personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law, including, but not limited to, the powers enumerated in section 617.0302, Florida Statutes. In addition to the powers specified herein, the Corporation shall have additional powers specified in its Bylaws.

No part of the net earnings of the Corporation shall be distributable to, its Directors, members, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE VI

Registered Agent and Street Address

The name and mailing address of the registered agent is Michael G. Park, Esq., 127 Barefoot Cove, Hypoluxo, Florida 33462.

ARTICLE VII

Membership

There shall be two classes of members: Voting Members and Non Voting members. The conditions, obligations and rights of membership of each class shall be as set forth in the Corporation's Bylaws. The Board of Directors, by a two-thirds (2/3) majority vote, may create sub-classifications of the Non Voting members that vary in regard to their respective rights or obligations.

ARTICLE IX
Duration of Corporation

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE XI
Disposal of Assets upon Dissolution

Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation. Such assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
Amendment of Articles

These Articles of Incorporation shall be amended only by the affirmative vote of three-quarters (3/4) of the members of the Board.

ARTICLE XIII
Amendment of Bylaws


The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a majority of the Voting Members of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.


ARTICLE XIV
Liability of Directors

Directors of the Corporation shall not be liable to the Corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) a transaction from which the Director derived an improper personal benefit.


IN WITNESS WHEREOF, the Corporation has caused its Board of Directors to execute these Amended and Restated Articles of Amendment this 17th day of April, 2000.

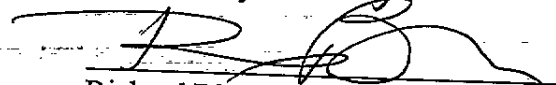
DIRECTORS:


~~Bill Dalton~~ BILL DALTON

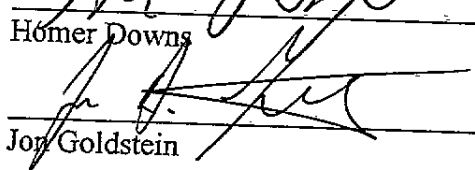

Eddy Dickey

Larry Lafkowitz


Homer Downs


Richard Bloom


Gale Fontaine


Jon Goldstein

IN WITNESS WHEREOF, the Corporation has caused its Board of Directors to execute these Amended and Restated Articles of Amendment this 17th day of April, 2000.

DIRECTORS:

Bill Galton
~~Bill Galton~~ BILL GALTON

Larry Laikowitz
Larry Laikowitz

Homer Downs
Homer Downs

Jon Goldstein
Jon Goldstein

Eddy Dickey
Eddy Dickey

Richard Bloom
Richard Bloom

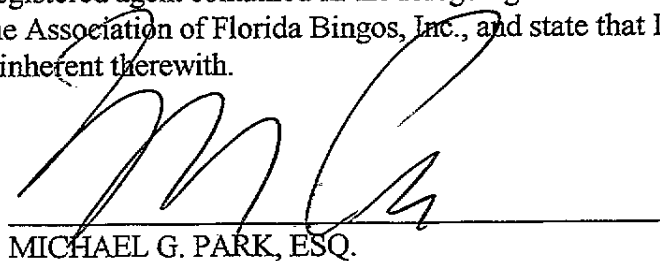
Gale Fontaine
Gale Fontaine

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Amended and Restated Articles of Incorporation of The Association of Florida Bingos, Inc., and state that I am familiar with and accept the obligations inherent therewith.



A handwritten signature in black ink, appearing to read 'MGP', is written over a horizontal line.

MICHAEL G. PARK, ESQ.

Dated: April 17, 2000