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Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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FLORIDA PROFIT CORPORATION OR P.A.

MANDALAY BAY, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

Mandalay Bay, Inc.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida;

ARTICLE I

Name and Principal Office

- 1.01. The name of the corporation is Mandalay Bay, Inc.
- 1.02. The principal office of the corporation is 28000 Spanish Wells Blvd., Bonita Springs, FL 34135.
- 1.03. The mailing address of the corporation is 28000 Spanish Wells Blvd., Bonita Springs, FL 34135.

ARTICLE II

Commencement and Duration

- 2.01. The corporation is to commence its corporate existence on the date of subscription of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

Purpose

- 3.01. The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

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ARTICLE IV
Capital Stock

4.01. The corporation is authorized to issue one thousand (1,000) shares of capital stock of One Dollar (\$1.00) par value of a single class designated as *Common Stock*.

4.02. Each outstanding share of capital stock shall entitle the holder to one vote on each matter submitted to a vote at a meeting of the shareholders.

4.03. The shares of capital stock may be issued for such consideration, having a value not less than the par value the shares issued therefore, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares of capital stock may not be issued until the full amount of the consideration therefor has been paid; thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V
Preemptive Rights

5.01. Each shareholder of the corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of capital stock of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares of capital stock.

ARTICLE VI
Board of Directors

6.01. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the Bylaws.

6.02. Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.

6.03. The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

6.04. The name and address of the initial director of the corporation is James W. Amburn, 28000 Spanish Wells Blvd., Bonita Springs, FL 34135.

ARTICLE VII
Indemnification

7.01. The corporation shall indemnify any present or former officer or director, or person exercising powers and duties as an officer or director of the corporation, to the full extent now or hereafter permitted by law.

ARTICLE VIII
Bylaws

8.01. The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

8.02. The affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

ARTICLE IX
Amendment

9.01. These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of the capital stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE X
Incorporator

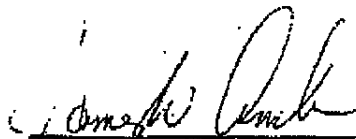
10.01. The name and address of the Incorporator executing these Articles of Incorporation is James W. Amburn, 28000 Spanish Wells Boulevard, Bonita Springs, Florida 34135.

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ARTICLE XI
Registered Office and Agent

11.01. The street address of the initial registered office of the corporation is 28000 Spanish Wells Boulevard, Bonita Springs, Florida 34135, and the name of the initial Registered Agent of the corporation at that address is James W. Amburn.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on July 7, 2000.


James W. Amburn (Seal)

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**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT / REGISTERED OFFICE**

Mandalay Bay, Inc.

Pursuant to §48.091 and §607.0501, Florida Statutes, the following is submitted:

Mandalay Bay, Inc., a corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 28000 Spanish Wells Boulevard, Florida 34135, has named James W. Amburn, as its Registered Agent to accept process within the State of Florida.

Having been named as registered agent of Mandalay Bay Inc., a Florida corporation, to accept service of process for the corporation at the place designated in this Certificate, the undersigned hereby accepts appointment as the registered agent of the corporation and agree to act in that capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and acknowledges that it is familiar with and accept the obligations as registered agent for said corporation.

By: 

James W. Amburn

Dated: July 7th, 2000

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