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FLORIDA PROFIT CORPORATION OR P.A.
PLAYERS CLUB DEVELOPMENT CORPORATION

Certificate of Status	0
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TALLAHASSEE, FLORIDA

B. McKnight FEB 09 2001

**ARTICLES OF INCORPORATION FOR
PLAYERS CLUB DEVELOPMENT CORPORATION**

The undersigned, as a subscriber to these Articles of Incorporation, being a natural person, competent to contract and to render services under the laws of the State of Florida, hereby presents and adopts these Articles of Incorporation under the Florida General Corporation Act, and all other laws of the State of Florida.

ARTICLE I

The name of the Corporation is **PLAYERS CLUB DEVELOPMENT CORPORATION** which is located at 517-A North Harbor City Blvd, Melbourne, Florida 32935.

ARTICLE II

The terms of existence of this Corporation shall be perpetual.

ARTICLE III

The purpose for which this Corporation is organized is to engage in the operation of property development and/or any other lawful business permitted under the laws of the State of Florida dn the United States of America.

ARTICLE IV

The aggregated number of shares of stock which the Corporation has authority to issue is 200, all of which shall be common shares with a par value of \$10.00.

ARTICLE V

The name of the registered agent is: **MICHAEL MCWILLIAMS**, and the street address of the registered office of the Corporation is 517-A North Harbor City Blvd, Melbourne, Florida 32935 The Board of Directors may, from time to time, name another registered agent or move the registered office to any other address in the State of Florida.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at lease one (1) member. The name and address of the first Board of Directors is:

MICHAEL MCWILLIAMS - 517-A North Harbor City Blvd, Melbourne, Florida 32935
JOAN MCWILLIAMS - 517-A North Harbor City Blvd, Melbourne, Florida 32935

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All Directors of the Corporation shall be of legal age and shall be legal residents of the United States of America. The number of Directors may be increased or decreased from time to time.

ARTICLE VII

The business of the Corporation shall be conducted by a President, Secretary and Treasurer. The Officers who shall serve for the first year, or until such time as a successor(s) are chosen are:

MICHAEL MCWILLIAMS - 517-A North Harbor City Blvd, Melbourne, Florida 32935
President, Secretary and Treasurer

ARTICLE VIII

The name and address of the incorporator is: MICHAEL MCWILLIAMS, 517-A North Harbor City Blvd, Melbourne, Florida 32935.

ARTICLE IX

Except as otherwise provided by law, the entire voting power for the election of the Directors shall be vested exclusively in the Shareholders of the outstanding common shares of stock. However, the holders of the outstanding common shares of stock of the Corporation may, by separate written document, agree to a predetermined vote of their shares with regard to questions of election of Directors, the election and direct appointment of Officers, appointment of employees and the issuance of dividends. Said written document may also place regulative or restrictive provisions of the sale or disposition of the outstanding shares of Corporate stock. Such regulations or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless notice of the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

ARTICLE X

The Shareholders of the Corporation shall have the power to include in the By-Laws, adopted by a one hundred percent (100%) majority vote of the members of the Shareholders, any regulative or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of any Shareholders, or in the event of the death, termination or resignation of any of the shareholders who may also be Directors or Officers of the Corporation. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Shareholders of the Corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

ARTICLE XI

The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Shareholders meeting, with not less than a sixty percent (60%) majority vote of the Shareholders of the Corporation.

ARTICLE XII

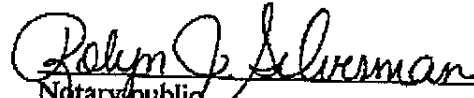
The Corporation shall indemnify and hold harmless all Officers and Directors, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, as the Subscriber of these Articles of Incorporation set my hand and seal hereto on this 8th day of February, 2000.

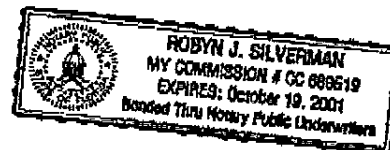

MICHAEL MCWILLIAMS
Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this 8th day of February, 2000, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL MCWILLIAMS, who is personally known to me, and who executed the same for the purposes contained therein.


Notary public

My commission expires:



STATE OF FLORIDA - DEPARTMENT OF STATE

ACCEPTANCE OF REGISTERED AGENT

Certificate designating place of business for the service of process within the State of Florida, naming registered agent and naming the Officers and Board of Directors of the Corporation.

The following is submitted in compliance with Chapter 607.0501, Florida Statutes:

PLAYERS CLUB DEVELOPMENT CORPORATION

Is a Corporation organized under the laws of the State of Florida, with its principal office located at 517-A North Harbor City Blvd, Melbourne, Florida 32935. The Registered Agent of the Corporation shall be MICHAEL MCWILLIAMS, who is located at 517-A North Harbor City Blvd., Melbourne, Florida 32935.

The initial Officer of the Corporation is: MICHAEL MCWILLIAMS - President, Secretary and Treasurer - 517-A North Harbor City Blvd, Melbourne, Florida 32935.

The initial Director of the Corporation is: MICHAEL MCWILLIAMS - 517-A North Harbor City Blvd, Melbourne, Florida 32935.

ACCEPTANCE:

I agree, as Registered Agent of the Corporation, to accept service of process, to keep an office open during the prescribed hours, to post my name along with the above named Officer of the Corporation who are also authorized to accept service, as required by law.

Dated: 2 - 8, 2000


MICHAEL MCWILLIAMS
Registered Agent

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