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RANDALL G. MINOR, P. A.

Attorney At Law

2414 University Boulevard, West
Jacksonville, Florida 32217

Telephone (904) 448-9225

Facsimile (904) 448-5522

June 27, 2001

01 JUL -5 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: WAG CASINO TOURS, INC.

Dear Gentlemen:

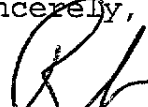
Enclosed please find a copy of the Articles of Incorporation for WAG CASINO TOURS, INC. Also enclosed is my check in the amount of \$78.75 to cover the cost of filing this corporation. Should you have any questions or need any additional information, please do not hesitate to contact my office at 904/448-9225.

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Sincerely,



Randall G. Minor

RGM/st
Enclosures

PB
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WAG CASINO TOURS, INC.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this corporation is WAG CASINO TOURS, INC. and the principal address is 835 15th Avenue North, Jacksonville Beach, Florida 32250.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended. The primary business will be casino tours.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 835 15th Avenue North, Jacksonville Beach, Florida 32250, and the name of the initial Registered Agent of this corporation at that address is RANDALL G. MINOR, P.A.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be increased from time to time by the By-Laws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is: WANDA B. SNEED, 835 15th Avenue North, Jacksonville Beach, Florida 32250.

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is: WANDA B. SNEED, 835 15th Avenue North, Jacksonville Beach, Florida 32250.

ARTICLE IX - OFFICERS

The names and address of the Officers of this Corporation who will hold office on the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are as follows:

President - Wanda B. Sneed, 835 15th Avenue North, Jacksonville Beach, Florida 32250

Vice President - Wanda B. Sneed - same as above

Secretary - Oscar R. Sneed - 835 15th Avenue North, Jacksonville Beach, Florida 32250

Treasurer - Oscar R. Sneed - same as above

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former office or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 28th day of June, 2001.

Wanda B. Sneed
WANDA B. SNEED, President

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared WANDA B. SNEED, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 28th day of June, 2001.

Susan Tredinnick
Notary Public



Susan Tredinnick
MY COMMISSION # CC741971 EXPIRES
May 12, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST - THAT RANDALL G. MINOR, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Jacksonville, State of Florida, has named RANDALL G. MINOR, located at 2414 University Boulevard West, Jacksonville, Florida 32217, as its Agent to accept service of process within Florida.

Wanda B. Sneed
Corporate Officer

PRESIDENT
Title

6-28-01
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties.

RA
Registered Agent

Date