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FLORIDA PROFIT CORPORATION OR P.A.

BOCA GOLD & CASINOS, INC.

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02 FEB 28 AM 8:39ARTICLES OF INCORPORATION

OF

BOCA GOLD & CASINOS, INC.

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I: The name of the corporation shall be: Boca Gold & Casinos, Inc.

Article II: The principal place of business and mailing address of this corporation shall be: 140 SE 5th Avenue - Suite PH46, Boca Raton, Florida 33432.

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000,000, all of which are of a par value of \$.01 dollars each and classified as Common shares.

Article IV: The name and address of the initial registered agent is: Stephen Soble-140 SE 5th Avenue - Suite PH46, Boca Raton, Florida 33432.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part hereof.

Article V: The name and street address of the incorporator to these Articles of Incorporation is:

NAME

Stephen Soble

ADDRESS140 SE 5th Avenue - Suite PH46
Boca Raton, Florida 33432

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Article VI: The corporation is organized to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes.

Article VII: The period of duration of the corporation is perpetual.

Article VIII: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 27 day of February, 2002.


Stephen Soble, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

STEPHEN SOBLE

By: 

Signature/Registered Agent

Date: Feb. 27, 2002

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