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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MANHATTAN GAMING & DISTRIBUTING, INC.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

MANHATTAN GAMING & DISTRIBUTING, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I. NAME

The name of this Corporation shall be MANHATTAN GAMING & DISTRIBUTING, INC.

ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence upon the 6th day of January, 2003, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III. PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

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ARTICLE IV.
CAPITAL STOCK

A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
50,000,000	none	Voting, Common
50,000,000	none	Non-Voting, Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

ARTICLE V.
MAILING ADDRESS

The mailing address of this corporation shall be:

8815 Conroy Windermere Road
Suite 345
Orlando, FL 32835

ARTICLE VI.
INITIAL REGISTERED OFFICE AND AGENT

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The initial registered office of this Corporation shall be located at 7731 Ligonier Court, Orlando 32819, and the initial registered agent of the Corporation at that address shall be William R. Woods. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The names and street addresses of the initial directors of this Corporation are:

Mark Galasso
11738 Dorothy Street
Suite 4
Brentwood, CA 90049

Directors may be removed without cause.

ARTICLE VIII.
INCORPORATOR

The name and street address of the person signing these Articles as Incorporator are:

Mark Galasso
11738 Dorothy Street
Suite 4
Brentwood, CA 90049

ARTICLE IX.
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

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ARTICLE X.
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XI.
CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XII.
LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

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ARTICLE XIII.
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV.
HEADINGS AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 6th day of January, 2003.



Mark Galasso

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

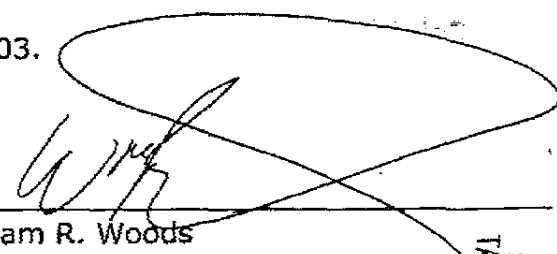
In compliance with Section 48.091, Florida Statutes, the following is submitted:

MANHATTAN GAMING & DISTRIBUTING, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 7731 Ligonier Court, Orlando 32819, has named and designated William R. Woods as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named 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 relating to the proper and complete performance of my duties as Registered Agent.

Dated this 6th day of January, 2003.



William R. Woods
Registered Agent

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TALLAHASSEE, FLORIDA

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