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TALLAHASSEE, FLORIDA

6-24-03
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NORMAN D. ZIMMERMAN STEPHEN L. ZIMMERMAN LAWRENCE G. MICELI

737 EAST ATLANTIC BLVD.
POMPANO BEACH, FLORIDA 33060
(954) 941-5432
(954) 941-0523 (FAX)

June 16, 2003

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: TROPICANA ARCADE, INC.

Dear Sirs:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certificate of Resident Agent	<u>35.00</u>
Total	\$ 70.00

Please return a copy of the Articles after filing.

Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Lawrence G. Miceli". There is a small mark resembling a "B" or a flourish at the end of the signature.

Lawrence G. Miceli

LGM/pj

enc

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ARTICLES OF INCORPORATION

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

TROPICANA ARCADE, INC.

and the principal office of the Corporation shall be:

2601 S. Course Drive, Pompano Beach, FL 33069

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

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

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

ARTICLE IV

PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to that which he already holds, 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 V

INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Paul Fleischer
INITIAL REGISTERED OFFICE: 2601 S. Course Drive
Pompano Beach, FL 33069

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO (2) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
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LORRAINE FLEISCHER	2601 S. Course Drive, Pompano Beach, FL 33069
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SHERRY MILLS	5901 Camino Del Sol, Boca Raton, FL 33434
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ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
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Paul Fleischer	2601 S. Course Drive, Pompano Beach, FL 33069
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ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Corporation shall begin on the date that these Articles were signed by the Incorporator, provided that these Articles are accepted for filing by the Secretary of State within 5 days thereafter, as provided for by Fla. Stat. Section 607.0203, or if not filed within said time, then as of the date of filing, whichever is earlier. The Corporation shall exist perpetually.

ARTICLE X

INDEMNIFICATION


The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE XI

AMENDMENTS

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

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 7 day of June, 2003.


Paul Fleischer
Incorporator

FILED

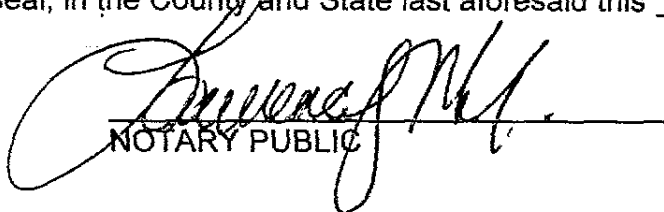
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STATE OF FLORIDA)
COUNTY OF BROWARD)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that before me, an officer duly qualified to take acknowledgments, personally appeared Paul Fleischer, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed said instrument for the purposes therein described.

2 WITNESS my hand and official seal, in the County and State last aforesaid this _
day of June, 2003.


NOTARY PUBLIC

My commission expires:

LAWRENCE G. MICELI
Notary Public, State of Florida
My comm. exp. Sept. 13, 2003
Comm. No. CC870707

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

TROPICANA ARCADE, INC., desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation in the city of Pompano Beach, County of Broward, State of Florida, has named Paul Fleischer located at 2601 S. Course Drive, Pompano Beach, FL 33069, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.

BY: 
Paul Fleischer
Resident Agent