

**Electronic Articles of Incorporation
For**

P04000103202
FILED
July 12, 2004
Sec. Of State
ysquire

OCEAN JEWEL CASINO & ENTERTAINMENT, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

OCEAN JEWEL CASINO & ENTERTAINMENT, INC.

Article II

The principal place of business address:

100 FIRST AVENUE SOUTH
2ND FLOOR
ST. PETERSBURG, FL. 33701

The mailing address of the corporation is:

100 FIRST AVENUE SOUTH
2ND FLOOR
ST. PETERSBURG, FL. 33701

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

ROBERT H SCHENK
100 FIRST AVENUE SOUTH
2ND FLOOR
ST. PETERSBURG, FL. 33701

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ROBERT H. SCHENK

Article VI

The name and address of the incorporator is:

ROBERT H. SCHENK
100 FIRST AVENUE SOUTH
2ND FLOOR
ST. PETERSBURG, FL 33701

Incorporator Signature: ROBERT H. SCHENK

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P, D
HOWARD O STEFFES JR.
100 FIRST AVENUE SOUTH, 2ND FLOOR
ST. PETERSBURG, FL. 33701

Title: EVP,
ROBERT H SCHENK
100 FIRST AVENUE SOUTH, 2ND FLOOR
ST. PETERSBURG, FL. 33701

Title: CFO
PAUL D BARBOUR
100 FIRST AVENUE SOUTH, 2ND FLOOR
ST. PETERSBURG, FL. 33701

Title: VP,D
LAWRENCE CAPISTA
100 FIRST AVENUE SOUTH, 2ND FLOOR
ST. PETERSBURG, FL. 33701

Title: VP,D
THOMAS DEMPSEY
100 FIRST AVENUE SOUTH, 2ND FLOOR
ST. PETERSBURG, FL. 33701

Title: D
JOHN MANNER
100 FIRST AVENUE SOUTH, 2ND FLOOR
ST. PETERSBURG, FL. 33701