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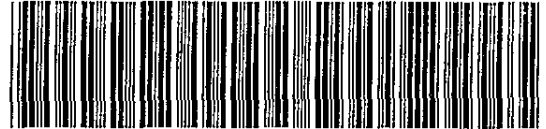
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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, Florida 32314

Subject: CasinoWorks, Inc

Enclosed : original and one copy of the Articles Of Incorporation
and a check/ money order for 78.75 for filing fee & certified copy;

From: Kendra Leigh Griffith
3724 N.E. 5th Street
Ocala, Florida 34470-1348

Daytime phone number : 352-208-2827

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles Of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be: CasinoWorks, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of corporation shall be :

3724 N.E. 5th Street
Ocala, Florida 34470-1348

ARTICLE III - SHARES

The number of shares this corporation is authorized to have outstanding at any one time shall be: one million shares common stock at 1.00 per share.

ARTICLE IV - REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is:

Kendra Leigh Griffith
10130 S.W. 61st Terrace Road
Ocala, Florida 34476

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ARTICLE V - DIRECTORS

This corporation shall have 13 directors initially.

The names and addresses of the initial members of the Board OF DIRECTORS are as follows:

Kendra Leigh Griffith
10130 S.W. 61st Terrace Road
Ocala, Florida 34476

Eric V. Kennedy
6850 Gulf Blvd.
St. Petersburg, Florida 33706

William R. Carney III
889 S.W. 165th Street
Ocala, Florida 34473

ARTICLE VI - OFFICERS

This corporation shall have one officer initially.

Kendra Leigh Griffith - President/Secretary/Treasurer
10130 S.W. 61st Terrace Road
Ocala, Florida 34476

ARTICLE VII -SPECIAL PROVISION

It is the intent of the incorporator this corporation, will qualify under the Internal Revenue Code to file as a Sub-Chapter S Corporation.

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall exist perpetually, and may engage in or transact any or all lawful business activities permitted under the laws of the State of Florida.

ARTICLE IX - SUBSCRIBER

The name and street address of the subscriber to these
Articles of Incorporation is:

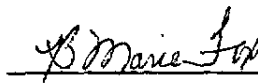
Kendra Leigh Griffith
10130 S.W. 61st Terrace Road
Ocala, Florida 34476

In WITNESS WHEREOF, the undersigned has hereunto set
her hand on this 30th day of July 2004.


Kendra Leigh Griffith

7/30/04
Date

The foregoing instrument was acknowledged before me, a
Notary Public for the State of Florida, this day of
July 2004 by Kendra Leigh Griffith, who furnished the
proper identification.


B. Marie Fox Notary Public
for the State of Florida



B. MARIE FOX
MY COMMISSION # DD 132946
EXPIRES: July 20, 2006
Gordon T. Budget Notary Services

7-30-04
Date

My Commission expires July 20, 2006

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

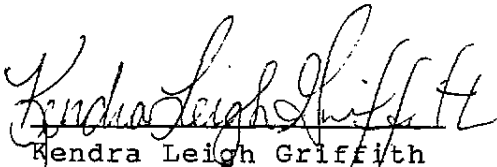
The name of the corporation is: CasinoWorks, Inc.

The name and address of the registered agent is:

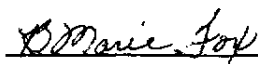
Kendra Leigh Griffith

Registered office address : 3724 N.E. 5th Street
Ocala, Florida 34470-1348

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


Kendra Leigh Griffith

7/30/04
Date



B. Marie Fox, Notary Public
for the State of Florida



B. MARIE FOX
MY COMMISSION # DD 132948
EXPIRES: JULY 20, 2006
Suspended Thru Budget Notary Services

7-30-04
Date

My Commission expires July 20, 2006

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SECRETARY
DIVISION OF
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