

P050000/5019

Florida Department of State
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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : 120000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FLORIDA PROFIT CORPORATION OR P.A.

ATLANTIS GAMING USA, INC.

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ARTICLES OF INCORPORATION
OF

ATLANTIS GAMING USA, INC.

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 the corporation shall be: ATLANTIS GAMING USA, INC.

ARTICLE II - PRINCIPAL OFFICE

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

5075 OKEECHOBEE BLVD.
WEST PALM BEACH, FLORIDA 33417

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 Shares

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MICHAEL H. WOLF, ESQ.
3832 North University Drive
Sunrise, FL 33351

ARTICLE V - INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is:

PIERRE BOND
5075 OKEECHOBEE BLVD.
WEST PALM BEACH, FLORIDA 33417

THIS INSTRUMENT PREPARED BY:
MICHAEL H. WOLF, P.A.
3832 NORTH UNIVERSITY DRIVE
Sunrise, FL 33351
TEL: (954) 748-8233
FLORIDA BAR #231924

The undersigned incorporator has executed these Articles of Incorporation this 18th day of January, 2005.


Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: ATLANTIS GAMING USA, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

MICHAEL H. WOLF, ESQ.
(NAME)

3832 NORTH UNIVERSITY DRIVE
(STREET ADDRESS)

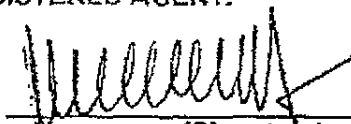
SUNRISE, FL 33351
(CITY/STATE/ZIP)

SECRET / RY / ESTATE
TALLAHASSEE, FLORIDA

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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 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.


(Signature)

Date: January 18, 2005

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL