

P09000013924

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CARIBBEAN CASINO & GAMING CORPORATION

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Florida Dept of State



March 4, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CARIBBEAN CASINO & GAMING CORPORATION

8050 N. UNIVERSITY DR.

202

TAMARAC, FL 33321

SUBJECT: CARIBBEAN CASINO & GAMING CORPORATION

REF: P09000013924

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The name of the entity must be identical throughout the document.

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Irene Albritton
Regulatory Specialist II

Letter Number: 109A00007502

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARIBBEAN CASINO ♣ GAMING CORPORATION**

We, the undersigned, persons acting as incorporators under the Florida Revised Business Corporation Act, adopt the following Amended and Restated Articles of Incorporation for CARIBBEAN CASINO ♣ GAMING CORPORATION:

ARTICLE ONE

The name of the Corporation is CARIBBEAN CASINO ♣ GAMING CORPORATION:

ARTICLE TWO

The purpose or purposes for which the corporation is organized is to engage in all aspects of business. The corporation shall further have unlimited power to engage in and do any lawful act concerning any and all lawful business for which corporation may be organized under the Florida Business Corporation Act and any amendment thereto.

ARTICLE THREE

1. General. The Corporation shall have authority to issue two classes of shares, to be designated as "Preferred" and "Common". The total number of shares, which the Corporation is authorized to issue, is 252,000,000 shares. The number of Common shares authorized is 500,000,000 and the par value of each share is \$0.001 per share. The Common shares shall have unlimited voting rights provided in the Florida Revised Business Corporation Act. The number of Preferred shares authorized is 25,000,000 and the par value of each share is \$0.001 per share.
2. Preferred Stock. The Board of directors is vested with the authority to adopt a resolution or resolutions providing for the issue of authorized but unissued shares of Preferred Stock, which shares may be issued from time to time in one or more series and in such amount as may be determined by the Board of Directors in such resolution or resolutions. The characteristics of the Preferred Stock, including the ownership powers, voting powers, designation, preferences, and relative, participating, optional or other rights, if any, of each series of Preferred Stock and the qualifications, limitations or restrictions, if any, of such preferences and/or rights (collectively the "Series Terms"), shall be such as are stated and expressed in a resolution or resolutions providing for the creation or revision of such Series Terms (a "Preferred Stock Series Resolution") adopted by the Board of Directors or a committee of the Board of Directors to which such responsibility is specifically and lawfully delegated. The powers of the Board with respect to the Series Terms of a particular series (any of which powers may, by a resolution of the Board of Directors, be specifically delegated to one or more of its committees, except as prohibited by law) shall include, but not limited to, the establishment of the following relative rights and preferences:
 - A. The rate of dividends;
 - B. The price at and the terms and conditions for which shares may be redeemed;
 - C. The amount payable upon shares in event of involuntary liquidation;

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- D. The amount payable upon shares in event of voluntary liquidation;
- E. Sinking fund provisions (if any) for the redemption or purchase of shares;
- F. The terms and conditions on which shares may be converted if shares of any Series are issued with the privilege of conversion; and
- G. Voting rights, including the number of votes per share, the matter on which shares can vote, and the contingencies, which make the voting rights effective.

3. Preferences, Limitations and Relative Rights.

- A. General. All shares of Common Stock shall have identical rights with each other. Except as provided in this Article Four or Preferred Stock Series Resolutions, all shares of Preferred Stock shall have preferences, limitations and relative rights identical to each other. Except as expressly provided in the Preferred Stock Series Resolutions, shares of Preferred Stock Series Resolutions, shares of Preferred Stock shall have only the preferences and relative rights expressly stated in this Article.

B. Dividends.

- i. The Preferred Stock at the time outstanding shall be entitled to receive, when, as, and if declared by the Board of Directors, out of any funds legally available therefore, dividends at the rate fixed by the Board of Directors.
- ii. No dividends shall be declared or paid on Common Stock unless full dividends on outstanding Preferred Stock for all past dividend period and for the current dividend periods shall have been declared and paid.

- C. Liquidation Preference. In the event of dissolution, liquidation, or winding up of the Corporation (whether voluntary or involuntary), after payment or provision for payment of debt but before any distribution to the holders of the Common Stock, as provided under Florida law, the holder of each Series of Preferred Stock then outstanding shall be entitled to receive the amount fixed by the Board of Directors, plus a sum equal to all cumulated, but unpaid dividends (if any) to the date fixed for distribution. All remaining assets shall be distributed pro rata among the holders of Common Stock.

D. Redemption.

- i. All or part of any one or more Series of Preferred Stock may be redeemed at any time or times at the option of the Corporation by a resolution of the Board of Directors, in accordance with the Corporation by a resolution of the terms and provision of this Article Four and those fixed by the Board of Directors. The Corporation may redeem shares of any one or more series without redeeming shares of other series, as determined by the Board of Directors. If less than all shares of any series are to be redeemed, the shares of the series to be redeemed shall be selected ratably whether by lot or any other equitable method determined by the Board of Directors.
- ii. Redeemed shares shall be paid for in amounts and manners as fixed by the Board of Directors.

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iii. Shares of Preferred Stock, which are redeemed, shall be canceled and shall be restored to the status of authorized but unissued shares.

E. Purchases. Except as provided in this Article, nothing shall limit the rights of the Corporation to purchase any of its outstanding shares in accordance with law, by public or private transaction.

F. Voting. Except as fixed by the Board of Directors and except as otherwise expressly provided by law, all voting powers shall be in Common Stock and none in the Preferred Stock. Where Preferred Stock as a Class has voting power, all Series of Preferred Stock shall be a single class.

ARTICLE FOUR

The address of the corporation's initial registered office shall be:

8050 No. University Drive Suite 202

Tamarac, Florida 33321

The Corporation's initial registered agent at such address shall be:

Richard Muller

I hereby acknowledge and accept appointment as corporate registered agent:



Signature

ARTICLE FIVE

The governing board of the corporation shall be styled as directors, the number of Directors constituting the initial Board of Directors is three (3) and the names and address of the persons who are to serve as Director until the first annual meeting of the Shareholders, or until their successors are elected and qualified is:

Erick Mathe
8060 No. University Dr.
Suite 202
Tamarac, Florida 33321

ARTICLE SIX

The name and address of the incorporator is

Erick Mathe
8050 No. University Dr.
Suite 202
Tamarac, Florida 33321

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ARTICLE SEVEN

Cumulative voting by the Shareholders of the corporation at any election for Director is expressly prohibited. The Shareholders entitled to vote for Directors in such election shall be entitled to cast one (1) vote for each Director for each share held and no more.

ARTICLE EIGHT

The corporation shall indemnify, to the maximum extent allowed by Florida law, any person who is or was a Director, Officer, agent or employee of the corporation, and any person who serves or served at the corporation's request as a Director, Officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE NINE

The Corporation shall have authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of the unrestricted capital surplus available therefore and unrestricted reduction surplus available therefore, without submitting such purchase to a vote of the shareholders of the Corporation.

ARTICLE TEN

Any action required by the Florida law to be taken at any annual or special meeting of Shareholders, or any action which may be taken at any annual or special meeting of Shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holder of all shares entitled to vote on the action were present and voted.

ARTICLE ELEVEN

The Board of Directors, without the consent of shareholders, may adopt any re-capitalization affecting the outstanding securities of the Corporation by affecting a forward or reverse split of all outstanding securities of the Corporation, with appropriate adjustments to the Corporation's capital accounts, provided that the re-capitalization does not require any change in the Articles of Incorporation of the Corporation.

ARTICLE TWELVE

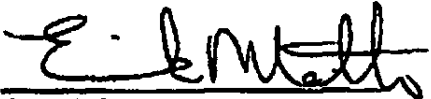
The Board of Directors shall have the right to change the name of the Corporation without shareholder approval to a name that reflects the industry or business in which the Corporation's business operations are conducted or the name that will promote or conform to any principal product, technology or other asset of the Corporation that the Board of Directors, in its sole discretion, deems appropriate.

In Witness Whereof, Erick Mathe, President and CEO of CARIBBEAN CASINO . 9- GAMING CORPORATION has executed these Articles of Incorporation in duplicate this 20th day of February, 2009, and say:

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That he is the original incorporator of the Company and that he has read the above and foregoing Amended and Restated Articles of Incorporation; know the contents thereof and that the same is true to the best of his knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters he believes to be true.



Erick Mathe

CARIBBEAN CASINO & GAMING CORPORATION

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