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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: aqua@aqua-gaming.com

FLORIDA PROFIT/NON PROFIT CORPORATION
Aqua Carribean Gaming, Inc.

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J. Stivers JAN 24 2011

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ARTICLES OF INCORPORATION
OF
AQUA CARRIBEAN GAMING, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

NAME: The name of this corporation shall be Aqua Carribean Gaming, Inc.

ARTICLE II.

ADDRESS: The mailing address of this corporation is 905 SE 9th Terrace, Suite G, Cape Coral, FL 33990.

ARTICLE III.

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK: This corporation is authorized to issue 1,000 shares of value common stock.

ARTICLE V.

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI.

INITIAL REGISTERED AGENT AND OFFICE: The name and street address of the initial registered agent and office of this corporation are: Carl Joseph Coleman, Fowler White Boggs P.A., 2235 First Street, Fort Myers, FL 33901.

ARTICLE VII.

DIRECTORS: The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholder of the corporation.

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ARTICLE VIII

INITIAL DIRECTORS: The name and address of the initial director who shall hold office for the first year of existence of the corporation or until his successors have been elected and qualified are:

NAME

ADDRESS

Charles R. Frost, Jr.

905 SE 9th Terrace, Suite G
Cape Coral, FL 33990

ARTICLE IX

INCORPORATOR: The name and address of the incorporator to these Articles of Incorporation are as follows:

NAME

ADDRESS

Charles R. Frost, Jr.

901 SE 9th Terrace, Suite G
Cape Coral, FL 33990

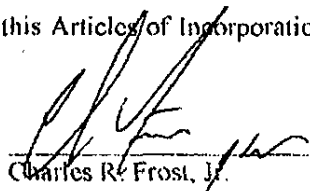
ARTICLE X

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporator has executed this Articles of Incorporation this 20th day of January, 2011.


Charles R. Frost, Jr.

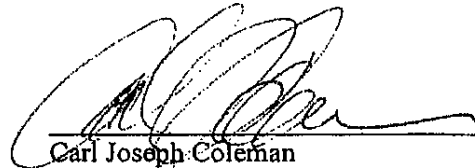
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Aqua Carribean Gaming, Inc., at the place designated in the Articles of Incorporation, Carl Joseph Coleman agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated: January 20, 2011


Carl Joseph Coleman

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