



Prentice Hall Legal & Financial Services

ATTN: Lisa (004) 222-7495

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

RECEIVED
95 JAN -9 AM 11:40
DIVISION OF CORPORATION CHARTER NUMBER

FH Gaming Group Inc
P95000003306

<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Name Reservation
<input type="checkbox"/> Change of Registered Agent	<input type="checkbox"/> Name Registration
<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Non-Profit/Articles of Incorporation
<input type="checkbox"/> Domestication	<input type="checkbox"/> Other
<input type="checkbox"/> Fictitious Business Name	<input checked="" type="checkbox"/> Profit/Articles of Incorporation
<input type="checkbox"/> Foreign - Profit	<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Foreign - Non-Profit	<input type="checkbox"/> Resignation of R.A., Off/Dir
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Trademark
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> UCC/Filing 1
<input type="checkbox"/> Mtr. Veh.	<input type="checkbox"/> UCC/Filing 3

95 JAN -9 PM 2 09
FILED

<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> CUS	H. SIMS	JAN 12 1995
<input type="checkbox"/> Photocopy	<input type="checkbox"/> Good Standing		
<input type="checkbox"/> Corporate Print-Out	<input type="checkbox"/> R.A., Off/Dir Search		
<input type="checkbox"/> Fictitious/Owner Search			

(X) Walk In () Call If Problem () Will Wait (X) Pick up 1/7 12:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

W95-535
624

BRANCH ORDERING: Mia BY: AMT
BRANCH RECEIVING: LUCA BY: LISA
REF/JOB # RO 63577
CLIENT MATTER # _____
SAME DAY _____ 24 HR _____ ROUTINE _____
VERBAL REQUESTED: YES OR NO
DATE SENT: 1/5/95 MAIL FAX _____ FED EXP. _____
FILED: _____
SENT TO: BRANCH _____ CLIENT _____
SPECIAL INSTRUCTIONS: _____

CHECK #	
ST./CTY/ FEES	<u>122.50</u>
CORR. FEE/	
SPEC. HANDL.	
MESSENGER	
COPIES	
FAX FEE	
OTHER	
TOTAL	



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1995

PRENTICE HALL

TALLAHASSEE, FL

SUBJECT: FH GAMING GROUP, INC.
Ref. Number: W95000000538

We have received your document for FH GAMING GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Hope Sims
Corporate Specialist

Letter Number: 395A00000886

*Please back
date 1-9-95*

FILED
95 JAN -9 PM 2 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 JAN 12 14:10:30
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
FH GAMING GROUP, INC.

FILED
95 JAN - 9 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is FH Gaming Group, Inc. (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 100,000,000 shares of common stock, par value \$.0001 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Registered
Office and Agent

The name of the registered agent of the Corporation and the street address of the registered office of this Corporation is:

MARK J. HANNA
7700 West Camino Real
Suite 222
Boca Raton, Florida 33431

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

7700 West Camino Real
Suite 222
Boca Raton, Florida 33431

ARTICLE VI - Incorporator

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Mark J. Hanna	7700 West Camino Real Suite 222 Boca Raton, Florida 33431

ARTICLE VII - Powers

The Corporation shall have all of the corporate powers enumerated under Florida law.

ARTICLE VIII - Director-Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE IX - No Anti-Takeover Law Governance

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

ARTICLE X - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

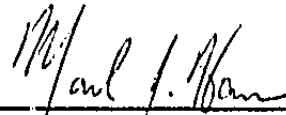
ARTICLE XI - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE XII - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 7th day of January, 1995.

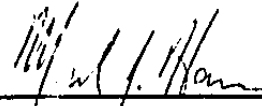
A handwritten signature in cursive script, appearing to read "Mark J. Hanna", is written over a horizontal line.

Mark J. Hanna
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FH GAMING GROUP, INC. at the place designated in the Articles of Incorporation, MARK J. HANNA agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505, Fla. Stat. (1991), relative to keeping open such office until such time as he shall notify the Corporation of his resignation.

Dated this 9th day of January, 1995.



Mark J. Hanna

G:\CJRA\FH GAMING\ART-INC

FILED
95 JAN -9 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9500003306

BUTMAN VOLTA & HENNEP
ATTORNEYS AND COUNSELORS
3500 FLORIDA INTERNATIONAL PLACE
1000 WEST MIAMI STR
MIAMI, FLORIDA 33131-2130

PHONE (305) 577-4177
Fax (305) 373-6036

TINA K. MANNING, ESQ.

June 13, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300001516043
-06/19/95--01014--014
*****87.50 *****87.50

Re: Articles of Dissolution

Dear Sir or Madam:

Enclosed please find an executed form of Articles of Dissolution for FH Gaming Group, Inc. and a check in the amount of \$87.50 made payable to the Secretary of State for a certified copy and the filing fee.

Should you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Tina K. Manning

Tina K. Manning

TM/lrg
Enclosures
GACRIFHOGAMINGSECRETAR.LTR

SH 4/23

FILED STATE
SECRETARY OF CORPORATIONS
95 JUN 16 AM 8:41

Voluntary Diss.

ARTICLES OF DISSOLUTION

FIRST: The name of the Corporation is: FH Gaming Group, Inc.

SECOND: The date dissolution was authorized: June 8, 1995

THIRD: Adoption of Dissolution (check one)

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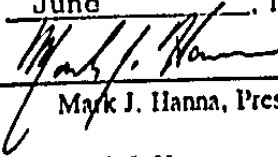
Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐

Dissolution was approved by vote of the shareholders through voting groups.

Signed this 8th day of June, 19 95.

Signature



Mark J. Hanna, President

Mark J. Hanna

President

U.S. DEPARTMENT OF COMMERCE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 16 AM 8:41