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TO: DIVISION OF CORPORATIONS

FR. 4: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

731-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3094

FAX: (305) 541-3770

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: ACES GAMING CORP.

FAX AUDIT NUMBER: H96000001077

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/26/1995

TIME REQUESTED: 16:30:28

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ARTICLES OF INCORPORATION
OF
ACES GAMING CORP.

ARTICLE I
NAME

The name of this Corporation is ACES GAMING CORP.

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312; and the name of the initial registered agent at that address is Richard H. Breit.

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name

RICHARD H. BREIT, ESQ.
FLORIDA BAR NO. 28346
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
305-985-4111

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and address of the initial director of this Corporation is ADAM C. PETRILLO, 990 NW 166 Street, Miami, FL 33169.

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is Gary Diamond, 990 NW 166 Street, Miami, FL 33169.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is ADAM C. PETRILLO, 990 NW 166 Street, Miami, FL 33169.


**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of January, 1995.


Gary Diamond, Incorporator

RICHARD H. BREIT, ESQ.
FLORIDA BAR NO. 20343
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
305-983-4111

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JAN-26-1955 16149 FROM EMPIRE

TO

1904922-KX00 P.20

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


RICHARD M. BREIT

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P95000007157

Requestor's Name
CORPORATE ACCESS, INC
1116-D THOMASVILLE RD
TALLAHASSEE, FL 32303 Address
(904) 222-2666

City/State/Zip

Phone #

Chili

900001874879
-06/25/96--01087--005
****350.00 ****87.50

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Aces Gaming Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/25
John
Name Change
C.C.

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACES GAMING CORP.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of this corporation is ACES GAMING CORP.(the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE I - NAME

The name of this corporation shall be MILLAMAX GAMING CORP. (the "Corporation").

3. This Amendment was recommended by the Board of Directors to the Corporation's stockholders on June 21, 1996.

4. This Amendment was approved by the holders of all of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

The undersigned has executed these Articles of Amendment on this 21st day of June, 1996.



David Ross, President