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MARY JO RIVERO
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NEW JERSEY

TELEPHONE (305) 433-8800
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February 15, 1995

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400001410564
-02/20/95--01098--006
****122.50 ****122.50

Re: HIGHLANDER CASINO GAMING CONSULTANTS, INC.

Gentlemen:

Enclosed please find for filing, Articles of Incorporation for the above referenced corporation, together with check in the amount of \$122.50, representing the following:

Filing Articles of Incorporation	\$ 35.00
Designation and Acceptance of	
Registered Agent	35.00
Certified Copy Fee	52.50
TOTAL	\$122.50

Please return a certified copy of Articles of Incorporation to the undersigned. Photocopies of same and a self-addressed stamped envelope are enclosed for this purpose.

If you have any questions regarding the foregoing, please do not hesitate to contact the undersigned.

Sincerely,

Mary Jo Rivero

Encl.

cc: Mr. David Slane

FILED
95 FEB 20 PM 2 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HIGHLANDER CASINO GAMING CONSULTANTS, INC.

FILED
95 FEB 20 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **Highlander Casino Gaming Consultants, Inc.**

ARTICLE II. PRINCIPAL OFFICE

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

8810 Southern Orchard Road South
Davie, FL 33328

and the mailing address of this corporation shall be:

P.O. Box 291018
Davie, FL 33329-1018

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one million (1,000,000) shares of common stock, \$.0001 par.

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

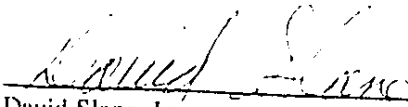
Mary Jo Rivero, Esq.
8910 Miramar Parkway, Suite 308
Miramar, FL 33025

ARTICLE VI. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

David Slane
P.O. Box 291018
Davie, FL 33329-1018

The undersigned has executed these Articles of Incorporation this 15 day of February,
1995.



David Slane, Incorporator

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

Pursuant to the provisions of Sec. 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: **HIGHLANDER CASINO GAMING CONSULTANTS, INC.**

2. The name and address of the registered agent and office is:

Mary Jo Rivero, Esq.
8910 Miramar Parkway, Suite 308
Miramar, FL 33025

David Slane
David Slane, President

Date: 02/15/95

FILED
FEB 20 PM 2:16
SECRETARY OF STATE
FLORIDA

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 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.

Mary Jo Rivero
Signature

Date: 2/15/95