

795000017262

FEBRUARY 22, 1995

Secretary of State
Corporate Name Division
P. O. Box 6327
Tallahassee, FL 32314

Enclosed please find herewith Articles of Incorporation to be
filed for AMERICAS HOTEL & CASINO, INC.

Please accept our check for \$70 for incorporation fees and a copy
of the certificate of incorporation. At your earliest
convenience, please send us your letter confirming these articles
have been filed. Thank you for your assistance.

Yours truly,


TERRENCE R. HUSTON

FILED
55 MAR - 1 1995
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF INCORPORATION

OF

AMERICAS HOTEL & CASINO, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to make contracts, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is
AMERICAS HOTEL & CASINO, INC.

ARTICLE II

This Corporation is formed for the purpose of engaging any lawful activity or business permitted under the laws of the United States of America, the State of Florida, or any other state or country, more specifically as a hotel and casino.

ARTICLE III

The aggregate number of shares which this Corporation shall have the authority to issue shall be 100,000 shares with no par value. The consideration to be paid for each share shall be fixed by this Corporation.

ARTICLE IV

The amount of capital with which this Corporation will begin business is Six Thousand Dollars (\$6,000).

ARTICLE V

This Corporation is to exist perpetually.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI

No officer, director or shareholder shall be personally liable for any debts of this Corporation.

ARTICLE VII

The street address of the initial principal office is:
7179 San Sebastian Drive, Boca Raton, FL 33433 The
name of its initial registered agent is Terrence R. Huston

ARTICLE VIII

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director of this Corporation is:

TERRENCE R. HUSTON 7179 San Sebastian Drive
Boca Raton, FL 33433

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings. The number of directors of this Corporation shall be not less than one (1).

ARTICLE IX

The name and street address of the subscriber to these Articles of Incorporation, together with the number of shares of stock and value of consideration therefore is as follows:

TERRENCE R. HUSTON	SHARES	CONTRIBUTION
7179 San Sebastian Dr.	50,000	\$ 6,000
Boca Raton, FL 33433		

ARTICLE X

The date when corporate existence shall commence shall be upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

ARTICLE XI

This Corporation, and the parties hereto, shall take whatever action necessary to cause the shares of this Corporation to qualify as " Section 1244 Stock ", as such term is used and defined in the Internal Revenue Code of 1986 and the Regulations issued thereunder.

ARTICLE XII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XIII

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or Bylaws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or Bylaws.

ARTICLE XIV

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone, as provided by law, but regular meetings must be attended in fact in person by each director.

ARTICLE XV

This Corporation, its shareholders, or any combination of this Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XVI

These Articles of Incorporation may be amended in the manner provided in the Bylaws and may be amended at any regular or special shareholders meeting called for such purpose upon a majority affirmative vote of all the shareholders entitled to vote thereon.

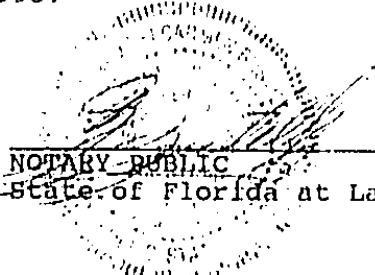
IN WITNESS WHEREOF, the undersigned does hereby affix his hand for the purpose of forming this Corporation this
23 day of February, 1995.


TERRENCE R. HUSTON

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take
acknowledgements in the State and County set forth above,
personally appeared TERRENCE R. HUSTON
known to me and known by me to be the person who executed the
forgoing Articles of Incorporation, and he acknowledged
before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and
affixed my official seal, in the State and County aforesaid,
this 24 day of February, 1995.

A circular notary seal for Terrence R. Huston, Notary Public, State of Florida. The seal contains the text "NOTARY PUBLIC" and "State of Florida" around the perimeter, with "TERRENCE R. HUSTON" in the center. A signature is written across the seal.

NOTARY PUBLIC
State of Florida at Large

My Commission expires:

SEPT 13, 1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That AMERICAS HOTEL & CASINO, INC.
desiring to organize or qualify under the laws of the State of
Florida with its principal place of business at City of BOCA
RATON, State of Florida, has named TERRENCE R. HUSTON located at:

7179 SAN SEBASTIAN DRIVE
BOCA RATON, FLORIDA 33433

as its agent to accept service of process within Florida.

Signature

Terrence R. Huston

Title

PRESIDENT

Date

Feb. 23, 1995

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties.

Signature

Terrence R. Huston
Terrence R. Huston, Resident Agent

Date

Feb. 23, 1995

FILED
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CLERK OF SUPERIOR COURT
STATE OF FLORIDA