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ACCOUNT NO. 072100000032

REFERENCE : 583780 96749A

AUTHORIZATION *Patricia*

COST LIMIT : \$ 122.50

ORDER DATE : April 24, 1995

ORDER TIME : 9:17 AM

ORDER NO. : 583780

CUSTOMER NO: 96749A

CUSTOMER: Rebecca J. Del Medico, Esq
REBECCA J. DEL MEDICO, ESQ

14 Tara Lakes Drive, East

Boynton Beach, FL 33436

800001462918

EFFECTIVE DATE

APR 20 1995

DOMESTIC FILING

NAME: JOCKEY CLUB ENTERPRISES, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrana Randolph

EXAMINER'S INITIALS:

T. BROWN APR 26 1995

FILED
95 APR 24 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signatures and initials]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: JOCKEY CLUB ENTERPRISES, INC.
Ref. Number: W9500008724

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

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 895A00019217

**ARTICLES OF INCORPORATION
OF
JOCKEY CLUB ENTERPRISES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Jockey Club Enterprises, Inc.

Article II - Principal Address

1515 North Federal Highway, Suite 310, Boca Raton, Florida 33432

Article III - Commencement

This corporation shall commence on the date of execution and acknowledgement of these Articles.

EFFECTIVE DATE
APR 20 1995

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 20,000,000 shares of \$0.001, par value, common stock and 20,000,000 shares of Class A Preferred stock, \$0.001 par value. The Class A Preferred shall have such rights and preferences as determined by the Company's Board of Directors.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33040 and the name and address of the initial registered agent is Mark C. Perry, 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33040.

Article VII - Initial Board of Directors

This corporation shall have no directors initially. The number of directors shall

be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

The name and address of the person signing these articles is:

Rebecca J. Del Medico
1515 North Federal Highway, Suite 310
Boca Raton, Florida 33432

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XII - Affiliated Transactions

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

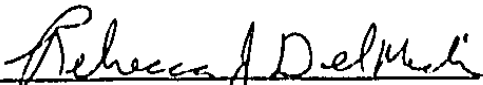
Article XIII - Control-Share Acquisitions

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

Article XIV - Management of Corporation by Shareholders

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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 20th day of April, 1995.

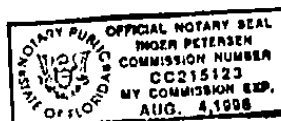

Rebecca J. Del Medico, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Rebecca J. Del Medico, known to me and known by me to be the person who executed the foregoing articles of incorporation, and she acknowledged before me that she executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 20 day of April, 1995.


Notary Public
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 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 JOCKEY CLUB ENTERPRISES, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
BOCA RATON, STATE OF FLORIDA , HAS NAMED MARK C. PERRY
LOCATED AT 2455 EAST SUNRISE BLVD., STE. 905, FORT LAUDERDALE, FL 33304
CITY OF FORT LAUDERDALE
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: Rebecca J. Del Medico

REBECCA J. DEL MEDICO

TITLE: Incorporator

DATE: APRIL 20, 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: Mark C. Perry

MARK C. PERRY
Registered Agent

DATE: APRIL 20, 1995

FILED
95 APR 24 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA