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Robert W. Bowles
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April 21, 1995

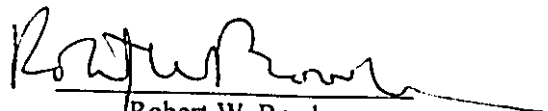
Florida Department of State
New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/25/95--01089--016
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed are the Articles of Incorporation and Designation of Resident Agent and a check in the amount of \$70.00 to establish a new corporation, PLAYERS INTERNATIONAL CONSORTIUM INC. If you need any additional information, please advise by phone or fax as soon as possible. Thank you for your help.

Sincerely,


Robert W. Bowles

53713 24 APR 1995

SDG

ARTICLES OF INCORPORATION
OF
PLAYERS INTERNATIONAL CONSORTIUM INC

ARTICLE 1 NAME/LOCATION

The name of this corporation is PLAYERS INTERNATIONAL CONSORTIUM INC. The Principal Office of the corporation is 5415 Lake Howell Road, Suite 231, Winter Park, Florida, 32792.

ARTICLE 2 DURATION

The period of duration of this corporation is perpetual.

ARTICLE 3 PURPOSES AND POWERS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE 4 CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Million (1,000,000) shares of Common Stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE 5 PRE-EMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE 6 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5415 Lake Howell Road, Suite 231, Winter Park, Florida 32792 and the name of the initial registered agent of this Corporation is Robert W. Bowles.

ARTICLE 7 DATA RESPECTING DIRECTORS

7.1 Initial Board of Directors: The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or a stockholder of the Corporation. The initial Board of Directors shall hold the organizational meeting of the Corporation.

7.2 Name and Address: The name and address of the members of the initial Board of Directors who shall serve until the first annual meeting of the stockholders, or until successors shall have been elected and qualified are:

E. William Galli
511 Wexton Court
Lake Mary, FL 32746

Robert W. Bowles
1938 Woodcrest Drive
Winter Park, FL 32792

7.3 Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Directors

ARTICLE 8 INCORPORATION

The name and address of the person signing these Articles of Incorporation is Robert W Bowles, 1938 Woodcrest Drive, Winter Park, FL 32792

ARTICLE 9 CUMULATIVE VOTING

At each election for Directors, every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one (1) candidate as many votes as the number of Directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

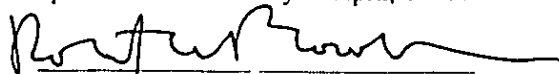
ARTICLE 10 ACTIONS BY DIRECTORS AND STOCKHOLDERS WITHOUT A MEETING

The Directors and Stockholders of this Corporation may take action by written consent, as provided by law and the By-Laws of this corporation.

ARTICLE 11 AMENDMENT

This 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 stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 21st day of April, 1995.



Robert W. Bowles, Subscriber

FL# B400-77925-381-8

STATE OF FLORIDA / COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Robert W. Bowles, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. IN WITNESS THEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 21st day of April, 1995.

STATE OF FLA. COUNTY OF ORANGE I hereby certify that on -2-
this day before me, personally appeared ROBERT W. BOWLES
to me known, to be the person who executed the foregoing
instrument and acknowledged the same.

Witness my hand and seal at this 21st day of Apr, 1995

Notary Public

My Comm. Expires 12/31/95

ANITA D. DART
Notary Public

FL# B400-77925-381-8

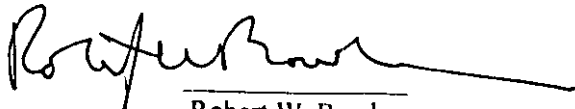
DESIGNATION OF RESIDENT AGENT
FOR
PLAYERS INTERNATIONAL CONSORTIUM INC

Pursuant to Chapter 48 091, Florida Statutes, the following is submitted.

PLAYERS INTERNATIONAL CONSORTIUM INC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Winter Park, County of Orange, State of Florida, has named Robert W. Bowles, located at 5415 LAKE HOWELL ROAD, SUITE 231, WINTER PARK, FLORIDA, 32792 service of process within this State

ACKNOWLEDGEMENT:

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 agree to comply with the provision of said Act relative to keeping open said office


Robert W Bowles