

1204 HAYS STREET
TALLAHASSEE, FL 323
904-232-1771
FAX 904-232-1771

800-442-8086



networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 1 072100000032

REFERENCE : 608157 82150A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : June 1, 1995

ORDER TIME : 10:05 AM

ORDER NO. : 608157

600001503586

CUSTOMER NO: 82150A

CUSTOMER: Mr. Jose Mojica
XL CORPORATE SERVICES

62 White Street

New York, NY 10013

DOMESTIC FILING

NAME: MGM GROVES CORP.

XXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebreana Randolph

EXAMINER'S INITIALS: T. BROWN JUN - 1 1995

FILED
95 JUN - 1 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MGM GROVES CORP.

FILED
95 JUN -1 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

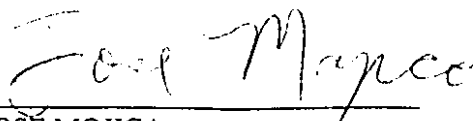
THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is MGM GROVES CORP.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 4435 OLD WINTER GARDEN ROAD, ORLANDO, FL. 32811 and the name of its initial registered agent at such address is XL CORPORATE SERVICES, INC..
6. The number of directors constituting the initial board of directors is ONE and the name and address of each person who is to serve as a member thereof is as follows:

JAMES L. MELCHER, 185 AVENUE OF THE AMERICAS, 32ND FLR., N.Y., N.Y. 10036
7. The name and address of the sole incorporator is: JOSE MOJICA, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 05/31/95



JOSE MOJICA
Sole Incorporator

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

FILED
95 JUN -1 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby accept appointment as Registered Agent of MGM GROVES CORP.,
the within named corporation.

Dated: 5/31/98



XL CORPORATE SERVICES, INC.
MARC MOEL, ASST. SECY

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

P95000042583

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 621700 82150A

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : June 16, 1995

ORDER TIME : 2:30 PM

ORDER NO. : 621700

CUSTOMER NO: 82150A

CUSTOMER: Mr. Jose Mojica
X1 Corporate Services
62 White Street

New York, NY 10013

DOMESTIC AMENDMENT FILING

NAME: MGM GROVES CORP.

XX ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
95 JUN 15 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MGM GROVES CORP.

FILED
95 JUN 16 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

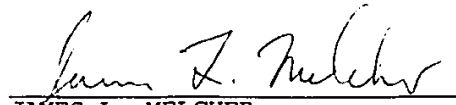
Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

1. The name of the corporation is MGM GROVES CORP.
2. ARTICLE 6 of the Articles of Incorporation of MGM GROVES CORP. is hereby amended to be and read as follows:

6. The number of directors constituting the initial board of directors is one and the name and address of each person who is to serve as a member thereof is as follows: James L. Melcher, 1185 Avenue of the Americas, 32nd Flr., N.Y., N.Y. 10036
3. The date of adoption of the amendment was 6/9/95
4. The amendment was adopted by the board of directors without shareholder action, and shareholder action was not required.

Dated: 6/9/95

Corporation Name: MGM GROVES CORP.



JAMES L. MELCHER
Director