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September 11, 1995

Florida Secretary of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

SEP 15 11:14 9  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: AMERICAN CASINO CRUISES II, INC.

500001586615  
-09/15/95--01095--011  
\*\*\*\*122.50 \*\*\*\*122.50

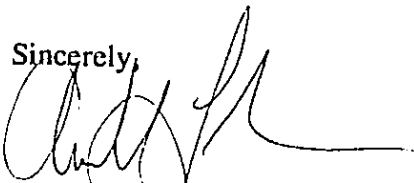
Dear Sir/Madam:

Enclosed herewith please find original Articles of Incorporation for the above named corporation for filing with the State of Florida. A check for \$122.50 has been included for this purpose.


Please forward the certified copy to:

Charles S. Liberis  
American Casino Cruises II, Inc.  
909 E. Cervantes Street, Suite A  
Pensacola, FL 32501

Sincerely,

  
Charles S. Liberis

CSL:rlh  
Enclosure

9/18/95  


ARTICLES OF INCORPORATION  
OF  
AMERICAN CASINO CRUISES II, INC.

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
SEP 15 AM 11:49

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

9/14/95

ARTICLE I. NAME

The name of the corporation is American Casino Cruises II, Inc.

ARTICLE II. DURATION

This corporation shall have a perpetual existence commencing on the date of execution of these Articles of Incorporation with the Secretary of State.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$.01 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 909 E. Cervantes St. Suite A, Pensacola, FL 32501 and the name of the initial registered agent of this corporation at that address is Charles S. Liberis.

The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and street address of the initial Director who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until the first annual meeting of shareholder or until his successors are elected and have qualified is as follows:

Charles S. Liberis 909 E. Cervantes St. Suite A  
Pensacola, FL 32501

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation, is as follows:

Charles S. Liberis 909 E. Cervantes St. Suite A  
Pensacola, FL 32501

ARTICLE IX. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned, has executed these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, and does make and file these Articles and does certify that the facts contained herein are true.

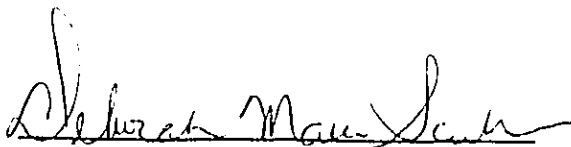
Sept. 11, 1985  
Date

Charles S. Liberis

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Before me, the undersigned authority personally appeared Charles S. Liberis, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me he did voluntarily according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 11<sup>th</sup> day of September, 1995 in the State and County aforesaid.



NOTARY PUBLIC



OFFICIAL SEAL

Deborah Marie Scullin  
My Commission Expires  
March 15, 1997  
Comm. No. CC 266739

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following  
is submitted, in compliance with said Act:

First: That American Casino Cruises II, Inc., desiring to  
organize under the laws of the State of Florida with its principal  
office, as indicated in the Articles of Incorporation at Pensacola,  
State of Florida, has named Charles S. Liberis, County of Escambia,  
as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

BY: Charles S. Liberis

Resident Agent