

Mar. 25 1996 5:17PM TRIPP SCOTT CONKLIN

No. 5056 P. 1/4

3/25/96

FLORIDA DIVISION OF CORPORATIONS

2:27 PM

((H9600004237))

TO: DIVISION OF CORPORATIONS

CONTACT: PATTY SCHILINDWEIN

PHONE: (305) 525-7500

FAX: (305) 728-9236

((H96000004237))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROCK & JOCK SPORTS CAFE, INC.

FAX AUDIT NUMBER: H96000004237

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/25/1996

TIME REQUESTED: 13:23:20

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TALLAHASSEE, FLORIDA

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Mar. 25. 1996 5:18PM TRIPP SCOTT CONKLIN

No. 5056 P. 2/4  
H96000004237

**ARTICLES OF INCORPORATION  
OF  
ROCK & JOCK SPORTS CAFE, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I  
NAME**

The name of this Corporation is:

**ROCK & JOCK SPORTS CAFE, INC.**

**ARTICLE II  
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III  
CAPITAL STOCK**

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV  
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

6806 Stirling Road  
Hollywood, FL 33024

Prepared by: Grant J. Smith  
Bar No. 0933212  
Tripp, Scott, Conklin & Smith  
P.O. Box 14245  
Ft. Lauderdale, FL 33302  
(305) 760-4914

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**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Grant J. Smith, Esquire  
c/o Tripp, Scott, Conklin & Smith  
110 SE 6th Street - 28th Floor  
Fort Lauderdale, FL 33301

**ARTICLE VI  
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII  
INCORPORATOR**

The name and street address of the Incorporator is:

Grant J. Smith, Esquire  
c/o Tripp, Scott, Conklin & Smith  
110 SE 6th Street - 28th Floor  
Fort Lauderdale, FL 33301

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**


This corporation shall have One (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than One (1). The name and address of the initial Director of this corporation is:

<u>Name</u>	<u>Address</u>
Richard Scott	6806 Stirling Road Hollywood, FL 33024

**ARTICLE IX  
INDEMNIFICATION**

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 25th day of March 1996.

  
\_\_\_\_\_  
Grant J. Smith, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

  
\_\_\_\_\_  
Grant J. Smith, Registered Agent

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P96000026409

PUBLIC ACCESS SYSTEM  
(((H96000010535))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: TRIPP, SCOTT, CONKLIN & SMITH  
DEPARTMENT OF STATE P.O. BOX 14246  
STATE OF FLORIDA  
409 EAST GAINES STREET FT. LAUDERDALE FL 33302-00000000  
TALLAHASSEE, FL 32399 CONTACT: PATTY SCHLINDWEIN  
FAX: (904) 922-4000 PHONE: (305) 525-7500  
FAX: (954) 728-9236

(((H96000010535))) DOCUMENT TYPE: BASIC AMENDMENT  
NAME: ROCK & JOCK SPORTS CAFE, INC.  
FAX AUDIT NUMBER: H06000010535 CURRENT STATUS: REQUESTED  
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96 JUL 30 PM 2:57

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ROCK & JOCK SPORTS CAFE, INC.

The following provision of the Articles of Incorporation of ROCK & JOCK SPORTS CAFE, INC., a Florida corporation ("Corporation"), filed with the Department of State on March 26, 1996, Charter Number P96000026409 bc, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

The name of this Corporation is:

**PLAYERS ENTERTAINMENTGROUP, INC.**

The foregoing amendment was adopted by a Corporate Action by all the Directors and all the shareholders of this Corporation, dated May 10, 1996.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of May 23, 1996.

By: Richard Scott  
Richard Scott, President

Prepared by: Grant J. Smith, Esquire  
Bar No. 0935212  
Tripp, Scott, Conklin & Smith  
P.O. Box 14245  
Ft. Lauderdale, FL 33302  
(954) 760-4914

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