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March 20, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-03/22/96--01116--001
****140.00 *****70.00

RE: Articles of Incorporation for:
PARK PLACE INVESTMENTS, INC. and
BOARDWALK INVESTMENTS, INC.

Dear Sir or Madam:

Enclosed for filing, on behalf of the corporations PARK PLACE INVESTMENTS, INC. and BOARDWALK INVESTMENTS, INC., are:

1. Articles of Incorporation (an original and one copy), and
2. Certificates of Designation/Registered Agent

Please file both Articles of Incorporation and Certificates of Designation and return a "filed copy" of each to me in the enclosed self-addressed, stamped envelope.

Also enclosed is a check for \$140 representing the \$70 filing fees for the Articles of Incorporation and the \$70 filing fees for the Certificates of Designation/Registered Agent.

Please call me if you have any questions or need additional information.

Sincerely yours,


Marina Y. Scarr

mys:246483
Enclosures

FILED
MAR 22 PM 1:24
CLERK OF STATE
TALLAHASSEE, FLORIDA
OF COUNSEL
J. PAINTELL, JR.
LEONARD L. KLEINMAN
JOHN G. BARE

ARTICLES OF INCORPORATION
OF
PARK PLACE INVESTMENTS, INC.

FILED
96 MAR 22 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Park Place Investments, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I
Name

The name of the corporation is: Park Place Investments, Inc.

ARTICLE II
Commencement of Existence

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III
Purpose

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

ARTICLE IV
Duration

The term of existence of the Corporation is perpetual.

ARTICLE V
Authorized Shares

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.10 per share. The Corporation, as authorized by the board of directors may issue

shares for any consideration described in Section 607.0621,
Florida Statutes or otherwise provided by law.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 4113 Dellbrook Drive, Tampa, FL 33624, and the name of the corporation's initial registered agent at that address is ASEM HASAN.

ARTICLE VII
Mailing Address and Principal Office Address

The mailing address and the address of the principal office of the Corporation is 4113 Dellbrook Drive, Tampa, FL 33624.

ARTICLE VIII
Initial Board

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one (1) director. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Asem Hasan	4113 Dellbrook Drive Tampa, FL 33624

ARTICLE IX
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Asem Hasan	4113 Dellbrook Drive Tampa, FL 33624

ARTICLE X
Subchapter S Election: Mandatory Distributions

In the event this corporation elects to be treated as an S Corporation pursuant to the Internal Revenue Code of 1986, as amended (the "Code"), and as long as the corporation's election to be an S Corporation is in effect, this Article X shall apply.

While its election to be an S Corporation is in effect, the corporation shall make to each shareholder a cash distribution at least equal in amount to an amount equal to the estimated federal and state income taxes attributable to such shareholder's pro rata share of the corporation's (i) terms of income (including tax exempt income), loss, deduction or credit, the separate treatment of which could affect the liability for tax of such shareholder and (ii) the non-separately computed income or loss, as more specifically provided in Section 1366(a) of the Code. This estimated tax liability, which shall be computed by the accountant who regularly prepares the corporation's tax returns, shall be computed on the basis of the highest marginal rate applicable to individuals on capital gains and other taxable income for the taxable year in question. Unless prevented from making any distributions under applicable state law, or the shareholders unanimously otherwise agree, the total amount of the minimum mandatory dividend required by this Section shall be declared and paid no later than March 15 of the calendar year following the close of the corporation's taxable year. The total pro rata distributions already made to the shareholders during the applicable taxable year of the corporation shall be taken

into account in determining the amount, if any, of additional distributions after the end of such year that must be made by March 15th in order to meet the requirement of this Section.

If the election to be an S Corporation is revoked or terminated, the corporation, during the post-termination transition period, as defined in Section 1377(b) of the Code, shall declare and pay pro rata cash distributions equal, in the aggregate, to the balance of the corporation's accumulated adjustments account, as defined in Section 1368 of the Code, except to the extent the shareholders unanimously agree to the election authorized by Section 1371(e)(2) of the Code or unless prevented from doing so by law.

ARTICLE XI **Bylaws**

Either the board of directors or the shareholders may adopt, alter, or repeal bylaws; provided, however, (i) the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the board of directors; and (ii) any bylaw pertaining to "mandatory distributions" may only be amended or repealed with the unanimous consent of the shareholders.

ARTICLE XII **Amendments**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the

manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 20th day of March, 1996.


ASEM HASAN, Incorporator

(0237642.MP)

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 MAR 22 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State or Florida.

1. The name of the corporation is: PARK PLACE INVESTMENTS, INC.
2. The name and address of the registered agent and office is:

ASEM HASAN
4113 Dellbrook Drive
Tampa, FL 33624

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 
ASEM HASAN, Registered Agent

Date: 3/20/96

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