

MICHELE CARIDI  
411 South County Road  
Suite 200  
Palm Beach, FL 33480  
(407) 832-7720

P96000503/3

VIA UPS NEXT DAY AIR  
(Tracking #N049-2417-319)

June 5, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

100001858771  
-06/11/96--01170--005  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Gentlemen:

Enclosed for filing is an original and one copy of the Articles of Incorporation of Pan American Gaming Group of Florida, Inc., the Designation and Acceptance of the Registered Agent, and check for filing fee in the amount of \$122.50 payable to the Department of State.

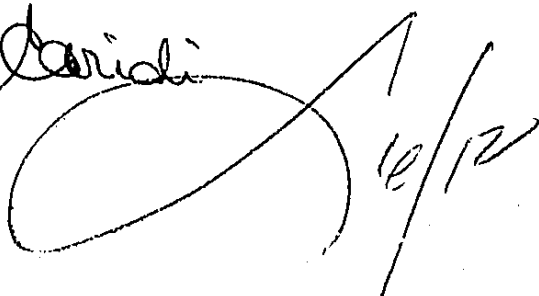
Please file as soon as possible, and return a certified copy of same in the enclosed self-addressed stamped envelope.

Thank you for your attention.

Very truly yours,

  
Michele Caridi

MC/lgc  
enclosures



FILED  
96 JUN 11 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PAN AMERICAN GAMING GROUP OF FLORIDA, INC.**

**FILED**  
96 JUN 11 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

The name of this Corporation shall be PAN AMERICAN GAMING GROUP OF FLORIDA, INC.

**ARTICLE II**

Purpose

This Corporation is organized for the following purposes;

(a) For management, consulting and related activities, and any other business activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

**ARTICLE III**

Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

#### ARTICLE IV

##### Preemptive Rights

There shall be no preemptive rights.

#### ARTICLE V

##### Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### ARTICLE VI

##### Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 411 South County Road, Suite 200, Palm Beach, Florida 33480; and the name of the initial registered agent of this Corporation at that address is Michele Caridi.

#### ARTICLE VII

##### 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 Board of Directors pursuant to the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is as follows: Michele Caridi, 411 South County Road, Suite 200, Palm Beach, Florida 33480.

#### ARTICLE VIII

##### By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE IX

### Indemnification

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

## ARTICLE X

### Special Provisions

The following special provisions shall govern this Corporation:

- (a) No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office of directorship in this Corporation.
- (b) No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a part or parties to or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in any way interested.

**ARTICLE XI**


**Incorporator**

The name and address of the person signing these Articles is as follows: Michele Caridi,  
411 South County Road, Suite 200, Palm Beach, Florida 33480.


**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST: THAT PAN AMERICAN GAMING GROUP OF FLORIDA, INC., DESIRING  
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS IN PALM BEACH, STATE OF FLORIDA, HAS NAMED  
DANIEL J. MOORE, LOCATED AT 411 SOUTH COUNTY ROAD, SUITE 200, PALM BEACH,  
FLORIDA 33308, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
MICHELE CARIDI  
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

  
MICHELE CARIDI  
Registered Agent  
Dated: June 5, 1996

FILED  
96 JUN 11 PM 4:42  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE