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*Law Offices Of
Ehrlich and Samis
4649 Central Avenue
St. Petersburg, Florida 33713*

*Charles M. Ehrlich
Scot E. Samis*

*Telephone
(813) 821-4700
Telex 323-1286*

July 24, 1996

Florida Department of State
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Tournament Players Club of St. Petersburg, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for Tournament Players Club of St. Petersburg, Inc., and a check in the amount of \$122.50 which includes the filing fee and a certified copy. Please return the Articles to this office after filing. Thank you.

Very truly yours,



Scot E. Samis

SES/mmb
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

96 JUL 26 AM 8:34

OF

TOURNAMENT PLAYERS CLUB OF ST. PETERSBURG, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TOURNAMENT PLAYERS CLUB OF ST. PETERSBURG, INC.

The principal place of business of this corporation shall be 1400 Gandy Boulevard, #1513, St. Petersburg, FL 33702.

ARTICLE II. NATURE OF BUSINESS

The lawful practice and instruction of tournament style poker and related games, and to engage or transact in any or all lawful activities or business permitted under the laws pertaining to corporations in the State of Florida or the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1400 Gandy Boulevard, #1513, St. Petersburg, FL 33702, and name of the initial registered agent of the corporation at that address is Charles Trafagander.

ARTICLE V. TERM OF EXISTENCE

This corporation is to begin immediately and exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporators that the corporation will elect to be taxes as an S corporation under the terms of Sections 1361, et seq., Internal Revenue Code of 1986. Initial stock shall be designated as section 1244 stock.

ARTICLE VII. DIRECTORS

This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors is:

Charles Trafagander
11485 Oakhurst Road
Largo, FL 34644

William Byers
2712 64th Place North
St. Petersburg, FL 33702

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

William Byers - President
2712 64th Place North
St. Petersburg, FL 33702

Charles Trafagander - Secretary
11485 Oakhurst Road
Largo, FL 34644

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

William Byers
2712 64th Place North
St. Petersburg, FL 33702

IT WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 19th day of July, 1996.


WILLIAM BYERS

STATE OF FLORIDA
COUNTY OF PINELLAS

19th The foregoing instrument was acknowledged before me this day of July, 1996.


Notary Public
My Commission expires:


CERTIFICATE OF DESIGNATING REGISTERED AGENT


TOURNAMENT PLAYERS CLUB OF ST. PETERSBURG, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named William Byers, with street address at 2712 64th Place North, St. Petersburg, FL 33702, as its agent to accept service of process within this State.


WILLIAM BYERS, Subscriber

Dated: 7/19/96

ACCEPTANCE OF APPOINTMENT

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 this 19th day of July, 1996.


WILLIAM BYERS

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