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To whom it may concern:

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SECRET
FALLS CHURCH, FLORIDA

enclosed please find 2

articles for Sunshine Casino Inc.

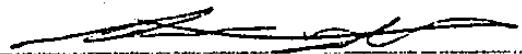
and a check for 70.00 to cover

same.

100001925721
-08/20/96--01002--020
*****70.00 *****70.00

Please certify one original and
return one copy filed. Thank you
for your prompt attention.

Sincerely,



Steve Squitria
INCORPORATOR

3564 Rolling Trail
Palm Harbor, FL 34684

2/6
82196

**ARTICLES OF INCORPORATION
OF
SUNSHINE CASINO, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **SUNSHINE CASINO, INC.**, and its principal place of business shall be located at 3564 Rolling Trail, Palm Harbor, Florida 34684.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock at One Dollar (\$1.00) par value, which shall be designed as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office address of this corporation is 3564 Rolling Trail, Palm Harbor, Florida 34684, and the name of the initial registered agent of this corporation at that address is **MITCHELL LEITZ**.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until their successor shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

NAME**ADDRESS****STEVE SQUITIRO**3564 Rolling Trail
Palm Harbor, Florida 34684**ARTICLE VIII - OFFICERS**

The initial officers of the corporation shall be elected at the first meeting of the directors and shall serve until their successors shall be elected or appointed.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

NAME**ADDRESS****STEVE SQUITIRO**3564 Rolling Trail
Palm Harbor, Florida 34684**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided 607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 8-15, 1996By: **STEVE SQUITIRO**, Incorporator

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

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SEC. 48.091
In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **SUNSHINE CASINO, INC.** desiring to organize or qualify under the laws of the State of Florida, has named **MITCHELL LETTZ** at 3564 Rolling Trail, Palm Harbor, Florida 34684, as its agent to accept service of process within Florida.

Dated: 8-15, 1996

By: Mitchell Lettz
MITCHELL LETTZ, Registered Agent

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

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 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.

Dated: 8-15, 1996

By: Mitchell Lettz
MITCHELL LETTZ, Registered Agent

EKONOMIDES & ASSOCIATES

ATTORNEYS & COUNSELORS AT LAW
ONE TAMPA CITY CENTER

P96000069588

December 4, 1996

CERTIFIED MAIL # Z 399 576 945

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

200002026582--1
-12/11/96--01100--005
*****35.00 *****35.00

RE: Sunshine Casino, Inc.
Articles of Amendment to the Articles of Incorporation

Dear Sir or Madam:

Please find enclosed a check for \$35.00 to cover the filing fee costs for the Articles of amendment of the above-mentioned corporation. Thank you.

Very truly yours,



Nickolas C. Ekonomides

NCE:pjc
encl.

SH 12/18

Amend.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

OF

Sunshine Casino, Inc.

FILED
96 DEC 11 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida 32314

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is Sunshine Casino, Inc.
2. The following amendment which replaces the existing Article IV of the articles of incorporation was adopted by the incorporator of the corporation on November 21, 1996, in the manner prescribed by the Florida Business Corporation Act:

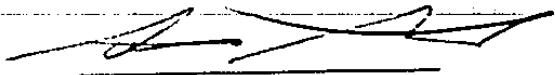
ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, of which three hundred (300) shares shall have voting rights and seven hundred (700) shares shall be non-voting, at one dollar (\$1.00) par value each, which shall be designed as "Voting Common Shares," "Non-voting Common Shares," or collectively as "Common Shares."

3. No shares have been issued to date and therefore the manner in which any exchange, reclassification, or cancellation of issued shares is to be effected is inapplicable.
4. This Amendment shall be effective as of September 21, 1996, or upon its filing with the Secretary of State, State of Florida, whichever comes first.

IN WITNESS WHEREOF, the undersigned does hereunto set his hand this 21st day of November, 1996.

SUNSHINE CASINO, INC.


by: Steve Squitiro, Incorporator