

P96000102832

PAN AMERICAN GROUP
7439 E. HILLSBOROUGH AVE.
TAMPA, FLORIDA 33610
(813) 623-3543

FILED
96 DEC 23 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 16, 1996

Mr. George Sheldon
Sheldon/Cusick & Associates
108 South Monroe Street Suite 200
Tallahassee, FL 32301

900002031539--7
-12/17/96--01134--011
****122.50 ****122.50

Subject: Articles of Incorporation
MARKL INC.

Dear George:

Enclosed is an original and one copy of the Articles of Incorporation for the subject company.

It would be appreciated if you could walk this through. Please fax a copy to us as soon as possible, since we need the document number of the corporation. The certified copy can be returned by regular mail.

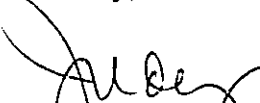
Also enclosed is a check payable to the Secretary of State in the amount of \$122.50 for the following:

\$35.00 Filing Fee
\$35.00 Registered Agent Fee
\$52.50 Certified Copy

\$122.50

We appreciate your assistance.

Sincerely,


Judith G. Scheifele
Enclosures

789,502,671
W96-26483

NEED TODAY
Call when Ready
Chris Pantaleon
222.5620



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

96 DEC 23 AM 10:42

DIVISION OF CORPORATION

December 17, 1996

JUDITH G. SCHEIFELE
PAN AMERICAN GROUP
7439 E. HILLSBOROUGH AVENUE
TAMPA, FL 33610

SUBJECT: MARKI, INC.
Ref. Number: W96000026483

We have received your document for MARKI, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 096A00056232

will wait

ARTICLES OF INCORPORATION

OF

MARKI, INC.
OF BRIGHTON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida General Business Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is **MARKI, INC.**

OF BRIGHTON

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized are:

- (a) To engage in the business of the operation of gaming enterprises.
- (b) To do everything necessary, reasonable, proper, advisable and/or convenient for the accomplishment or furtherance of such purposes.
- (c) To be, or to include, the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 500,000 shares at the par value of \$.01 each.

Holders of shares of said common stock from original issue shall be entitled to preemptive rights to acquire unissued or treasury shares of any class of stock of the Corporation which may at any time be authorized or held, and all unissued and treasury shares may be

offered and sold in accordance with the resolution of the Board of Directors only after first offering the same to any of the then existing shareholders.

The shareholders of the Corporation shall be entitled to one (1) vote for each share of stock owned to the election of each individual nominee for director and on all other matters voted on at any stockholders' meeting and shall not be entitled to cumulate such voting rights on the election of directors.

ARTICLE FIVE

The principal office of the corporation is Rt. 6, Box 611, Okeechobee, FL 34974.

ARTICLE SIX

The post office address of the Corporation's initial registered office is Rt. 6, Box 611, Okeechobee, FL 34974, and the name of its initial registered agent at such address is Martin R. Johns.

ARTICLE SEVEN

The number of Directors of the Corporation may be fixed by the Bylaws. The number of directors constituting the initial Board of Directors is one (1) and the names and addresses of the persons who are to serve as directors until the organizational meeting of the shareholders or until their successors are elected and qualified are:

Martin R. Johns
Rt. 6, Box 611
Okeechobee, FL 34974

ARTICLE EIGHT

The name and address of the incorporator is:

Martin R. Johns
Rt. 6, Box 611
Okeechobee, FL 34974

ARTICLE NINE

The Board of Directors is expressly authorized to make, alter, or amend the Bylaws of this Corporation or to adopt new Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand this the 16th day of December, 1996.



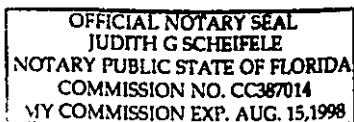
MARTIN R. JOHNS

THE STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

I, a Notary Public in and for said County and State, do hereby certify that on this the 16th day of December, 1996, personally appeared before me MARTIN R. JOHNS, who, being by me first duly sworn, declared that he is the incorporator of MARK, INC., that he signed the foregoing document as Articles of Incorporation of the Corporation, and that the statements therein are true.

SUBSCRIBED AND SWORN TO BEFORE ME, on this the 16th day of December, 1996.

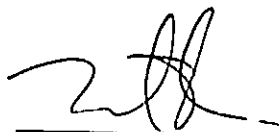




NOTARY PUBLIC IN AND FOR
HILLSBOROUGH COUNTY, FLORIDA

I, MARTIN R. JOHNS, certify that having been named the initial registered agent for MARK, INC., hereby accept such status and agree to comply with the applicable laws and statutes. *OF BRIGHTON*

DATED: 12-16-96



MARTIN R. JOHNS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA