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ACCOUNT NO. : 072100000032  
REFERENCE : 233745 1024B  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : January 23, 1997  
ORDER TIME : 11:17 AM  
ORDER NO. : 233745-005  
CUSTOMER NO: 1024B

EFFECTIVE DATE  
1-21-97

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-01/23/97--01067--018  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Ms. Linda Parzygnat  
ALLEY MAASS ROGERS & LINDSAY,  
P.A.  
Suite 404  
1600 S.e. 17th Street  
Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: TROPICAL GAMING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
97 JAN 23 AM 11: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JAN 23 PM 12: 34  
DIVISION OF CORPORATION

KR  
1-24-97

**ARTICLES OF INCORPORATION**

**OF**

**TROPICAL GAMING, INC.**

**WITNESS DATE**  
**1-21-97**

**FILED**  
**97 JAN 23 AM 11: 27**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**Article I - Name**

The name of this corporation is Tropical Gaming, Inc.

**Article II - Duration**

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

**Article III - Purpose**

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

**Article IV - Capital Stock**

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

**Article V - Preemptive Rights**

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata 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 - Principal Office: Mailing Address**

The mailing address of this corporation is 12399 Sw 53rd Street, Cooper City Commerce Center, Suite 101, Cooper City, FL 33330.

**Article VII - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is Alley, Maass, Rogers

& Lindsay, P.A., 1600 SE 17th Street, Suite 404, Fort Lauderdale, FL 33316, and the name of the initial registered agent of this corporation at that address is Kurt E. Bosshardt, Esq.

Article VIII - 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 By-Laws but shall never be fewer than one. The name and address of the initial directors of this corporation is:

Jack Tavone	12399 SW 53rd Street, Cooper City Commerce Center, Suite 101, Cooper City, FL 33330
Nicolas Greco	12399 SW 53rd Street, Cooper City Commerce Center, Suite 101, Cooper City, FL 33330

Article IX - Incorporator

The name and address of the person signing these Articles is Kurt E. Bosshardt, Alley, Maass, Rogers & Lindsay, P.A., 1600 SE 17th Street, Suite 404, Fort Lauderdale, FL 33316.

Article X - Indemnification

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

Article XI - By-Laws

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

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

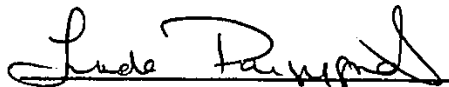
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 21st day of January, 1997.

  
KURT E. BOSSHARDT

STATE OF Florida )

COUNTY OF Broward )

The foregoing instrument was acknowledged before me this 21st day of January, 1997, by  
Kurt E. Bosshardt.

  
Notary Public



LINDA A PARZYGNAT  
My Commission CC332483  
Expires Nov 28, 1997  
Bonded by HAI  
800-422-1666  
Typed or Stamped (Commissioned Name of Notary Public)

Personally Known  OR Produced Identification  
Type of Identification Produced \_\_\_\_\_

Acceptance of Designation

The undersigned, Kurt E. Bosshardt, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

  
KURT E. BOSSHARDT

FILED  
97 JAN 23 AM 11: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA