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PA7000007041

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MERGER OR SHARE EXCHANGE

Tropical Gaming, Inc.

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ARTICLES OF MERGER

of

TROPICAL GAMING FTL, LLC

LO3-10882

with and into

TROPICAL GAMING, INC.

PG1-7041

Pursuant to Sections 607.1101-1106 of the Florida Business Corporation Act (the "Florida Act") of the State of Florida, and pursuant to Sections 608.438-4383 of the Florida Limited Liability Company Act (the "Florida LLC Act") of the State of Florida, Tropical Gaming, Inc., a Florida corporation, and Tropical Gaming FTL, LLC, a Florida limited liability company

DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation/organization of the constituent corporation and limited liability company to the merger are as follows:

Name	State of Incorporation/ Organization	FL ID No.
Tropical Gaming, Inc.	Florida	P97000007041
Tropical Gaming FTL, LLC	Florida	LO3000010882

SECOND: That the name of the surviving corporation of the merger of Tropical Gaming FTL, LLC ("Merging LLC") with and into Tropical Gaming, Inc. (the "Merger") is Tropical Gaming, Inc. (the "Surviving Corporation").

THIRD: An Agreement and Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) Merging LLC in accordance with Section 608.4381 of the Florida LLC Act, and (ii) the Surviving Corporation in accordance with Section 607.1103 of the Florida Act. The Plan provides for the merger of Merging LLC into the Surviving Corporation, with the Surviving Corporation being the surviving entity in the Merger.

FOURTH: The Plan was recommended by the Board of Managers of Merging LLC and (i) pursuant to Section 608.4231(8) of the Florida LLC Act was unanimously approved and adopted by written consent of all of the Members of Merging LLC on September 25, 2006, and (ii) recommended by the Board of Directors of the Surviving Corporation, and pursuant to Section 607.0704, was unanimously approved and adopted by written consent of the Shareholders of the Surviving Corporation on September 25, 2006.

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FIFTH: That the articles of incorporation of the Surviving Corporation shall be the articles of incorporation of the Surviving Corporation.

SIXTH: That the Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida.

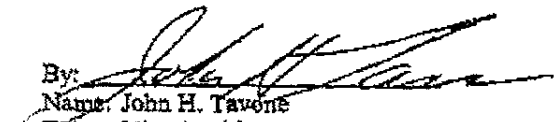
These Articles of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

Dated: Sept. 25, 2006

TROPICAL GAMING FTL, LLC

By: 
Name: John H. Favone
Title: Manager

TROPICAL GAMING, INC.

By: 
Name: John H. Favone
Title: Vice President

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EXHIBIT "A"

PLAN OF MERGER

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**PLAN OF MERGER
OF
TROPICAL GAMING FTL, LLC
WITH AND INTO
TROPICAL GAMING, INC.**

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THE PLAN OF MERGER approved on September 25, 2006 by Tropical Gaming FTL, LLC ("Merging LLC"), a limited liability company organized under the laws of the State of Florida, and by resolution adopted by its Board of Managers on said date, and approved on September 25, 2006 by Tropical Gaming, Inc., a business corporation incorporated under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date. The names of the limited liability company and corporation planning to merge are Tropical Gaming FTL, LLC, a limited liability company organized under the laws of the State of Florida ("Tropical FTL"), and Tropical Gaming, Inc., a business corporation incorporated under the laws of the State of Florida ("Tropical"). The name of the surviving corporation into which Tropical FTL plans to merge is Tropical Gaming, Inc. The merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act (the "Florida Act"), and Section 608.4383 of the Florida Limited Liability Company Act (the "Florida LLC Act").

1. Merging LLC shall, pursuant to the provisions of Florida LLC Act, be merged with and into Tropical Gaming, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name of "Tropical Gaming, Inc.", pursuant to the provisions of the Florida Act. The separate existence of Merging LLC, which is sometimes hereinafter referred to as the "non-surviving limited liability company", shall cease upon the effective date of the merger in accordance with the provisions of the Florida LLC Act.

2. The Articles of Organization of the non-surviving limited liability company upon the effective date of the merger shall be the Articles of Incorporation of the surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Act.

3. The present operating agreement of the non-surviving limited liability company shall be the by-laws of the surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

4. Each membership unit of the non-surviving limited liability company issued and outstanding immediately prior to the effective date of the merger shall be converted into and become one fully paid and nonassessable share of common stock, \$.01 par value, of the surviving corporation.

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5. The Plan of Merger herein made and approved shall be submitted to the Members of the non-surviving limited liability company and to the Shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Act, and the Florida LLC Act.

6. In the event that the Plan of Merger shall have been approved by the Members entitled to vote of the non-surviving limited liability company and by the Shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Act and the Florida LLC Act, the non-surviving limited liability company and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The board of managers and the proper officers of the non-surviving limited liability company, the board of directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any provisions of this Plan of Merger or of the merger herein provided for.

8. This Plan of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

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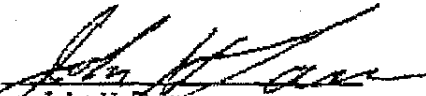
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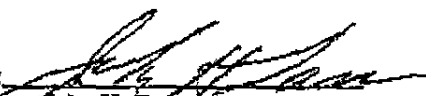
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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger
this 25th day of Sept., 2006.

TROPICAL GAMING FTL, LLC

By: 
Name: John H. Favone
Title: Manager

TROPICAL GAMING, INC.

By: 
Name: John H. Favone
Title: Vice President

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