



P97000062336
FIRST AMERICAN GAMING CORPORATION

JULY 16, 1997

To whom it may concern:

Please file this Articles of Incorporation for Black Hill
Resorts.

Thank you,

Charles W. Helseth

CWH/lt

FILED
97 JUL 17 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P. CHANDLER

JUL 18 1997



855 SW OLD DIXIE HIGHWAY • VERO BEACH, FLORIDA 32962
BUSINESS: 561-569-3808 • FAX: 561-567-7535 • WATS: 800-848-5360



ARTICLES OF INCORPORATION**OF****BLACK HILLS RESORTS CORPORATION**

FILED
JUL 17 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: BLACK HILLS RESORTS CORPORATION.

The principal office of the Corporation shall be situate at 655 Old Dixie Highway, S.W., Vero Beach, Indian River County, Florida 32962-4528, which shall also be the mailing address of the Corporation.

ARTICLE II - NATURE OF BUSINESS

The purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III - CAPITAL STOCK

The capital stock of the Corporation shall consist of two (2) classes of Shares, which are hereby designated as Class "A" Shares and Class "B" Shares. Class "A" Shares shall consist of 15,750 Shares and Class "B" Shares shall consist of 89,250 Shares. The total number of authorized Shares is 105,000. The Shares shall have a par value of zero.

The Class A shares shall be entitled to fifty-one (51%) percent of the total voting rights granted to all voting common stock issued and outstanding, (with each Class A Share being entitled to that number of votes equal to a fraction, the numerator of which is 51 and the denominator of which is the total number of Class A Shares issued and outstanding), and the Class B Shares shall be entitled to forty-nine (49%) percent of the total voting rights granted to all voting

common stock issued and outstanding, (with each Class B Share being entitled to that number of votes equal to a fraction, the numerator of which is 49 and the denominator of which is the total number of Class B Shares issued and outstanding), except as follows: The holders of the Class A Shares and the holders of the Class B Shares shall each vote as a class, by majority vote, on the following matters: (i) the Corporation's sale, lease or exchange of substantially all of its assets; (ii) the merger or other corporate reorganization transaction involving the Corporation; (iii) the amendment, restatement or repeal of all or any portion of the Corporation's Articles of Incorporation.

Unless modified by Amendment to these Articles as prescribed herein, only the initial Director, Charles W. Helseth and American Indians and their decedents may purchase and own Class "A" shares.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

NAME

Charles W. Helseth

ADDRESS

655 Old Dixie Highway, S.W.
Vero Beach, FL 32962-4528

ARTICLE VI - TRANSACTIONS BETWEEN PARTIES

No contract or other transaction between the Corporation and one or more of its directors or officers or any other corporation, firm, association, or entity, in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorized, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose, if:

- A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

- B. The fact of such relationship or interest is disclosed or made known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the stockholders.
- D. Any member of the Board of Directors of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company, firm, corporation, or entity, without regard to the fact that such Director is also a member of the Board of Directors of the Corporation, as well as an officer, director, shareholder or official of such other subsidiary or controlled company, firm, corporation, or entity.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction.

ARTICLE VII - RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

The capital stock of the Corporation, regardless of Class, to be issued by it shall be subject to the following provisions and restrictions, upon and in regard to any and every sale and transfer thereof:

Preemptive Rights

- A. In the event that a shareholder in the Corporation, by which term is meant the executors, administrators, guardians, conservators, heirs, legatees, personal representatives, creditors, lienors, and trustees, as well as their attorneys-in-fact, agents, nominees, and proxies, of any such shareholder, shall desire to sell, assign, give, or otherwise transfer any shares of stock in the Corporation, then, in any and every such event, the person or entity desiring to take such action must, by giving thirty (30) days written notice of such desire or intention to a majority of the members of the Board of Directors of the Corporation, afford the Corporation the right and privilege to purchase said shares of stock at price equal to a bona fide firm offer therefor, made in writing to such shareholder for the purchase of such share or shares of stock of the Corporation by a person, firm, corporation, or other entity which is ready, willing, and able to purchase said stock at the price so offered to be paid; and, no stock of the Corporation shall be transferred upon its books, unless the foregoing requirements in regard thereto shall have been fully complied with, and any attempt to otherwise transfer such share or shares of stock of the Corporation shall be void and ineffective.

- B. The Incorporator of the Corporation shall have the right, upon its organization, to assign and deliver the subscription of stock, as set forth in Article VII (A) herein, to any other persons, firms, corporation, or other entities which may hereafter become subscribers to the capital stock of the Corporation and who, upon acceptance of such assignment, shall stand in lieu of the Incorporator and who shall assume and carry out all the rights, duties, and liabilities entailed by said subscriptions, subject to execution of the necessary instruments of assignment and the laws of the State of Florida.

ARTICLE VIII - AMENDMENT

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

ARTICLE IX - DESIGNATION OF REGISTERED AGENT

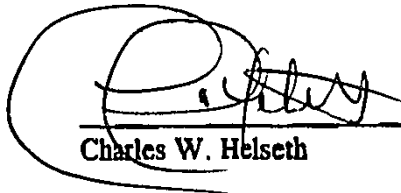
The Corporation designates Charles W. Helseth as its Resident Agent within the State of Florida, whose registered office is located at the following address:

655 Old Dixie Highway, S.W., Vero Beach, FL 32962-4528.

ARTICLE X - INCORPORATOR

The name and address of each Incorporator is Charles W. Helseth of 655 Old Dixie Highway, S.W., Vero Beach, FL 32962-4528.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this ____ day of June, 1997.



Charles W. Helseth

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

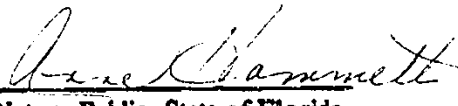

Charles W. Helseth
Registered Agent

FILED
97 JUL 17 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF Indian River

The foregoing instrument was acknowledged before me this 17th day of July, 1997, by Charles W. Helseth, who is personally known to me or who has produced _____ as identification.

SEAL


Notary Public, State of Florida
My Commission Expires:
My Commission Number is:...

ANNE HAMMETT
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES SEPT. 14, 1999
NO. CC474680