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CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

SUITE 1190
100 SOUTH ASHLEY DRIVE
POST OFFICE BOX 499
TAMPA, FLORIDA 33601-0499

MICHAEL R. CAREY
DOUGLAS P. MANSON
RANDALL P. MUELLER
ANDREW M. O'MALLEY
JACK R. PEPPER, JR.
DANIEL D. WHITAKER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 21 AM 8:23

August 19, 1997

TELEPHONE: (813) 221-8210
FACSIMILE: (813) 221-1430

Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Caesar's Venture, Inc.

800002273238--4
-08/21/97--01013--018
****122.50 ****122.50

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation.
Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>52.50</u>
	Total	\$122.50

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/trh
Enclosures

cc: Caesar's Venture, Inc.

20-0328

RP
8-22-97

ARTICLES OF INCORPORATION
OF
CAESAR'S VENTURE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: Caesar's Venture, Inc.

ARTICLE 2

Mailing Address

The mailing address of this corporation is 8001 North Dale Mabry highway, Suite 101-B, Tampa, Florida 33614.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 100 South Ashley Drive, Suite 1190, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Andrew M. O'Malley.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles is:

Marc Hays
Suite 101-B
8001 North Dale Mabry Highway
Tampa, Florida 33614

ARTICLE 6

Initial Board of Directors

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director(s) of this corporation is/are:

Marc Hays
Suite 101-B
8001 North Dale Mabry Highway
Tampa, Florida 33614

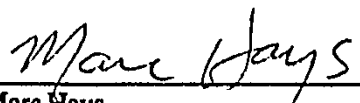
The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

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



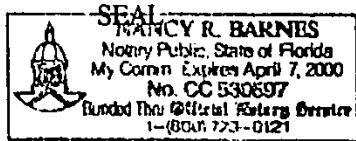
Marc Hays

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The foregoing instrument was acknowledged before me this 19th day of August,
1997 by Marc Hays.



Nancy R. Barnes
Type, Print/or Stamp Name of Notary

Personally known X
or Produced Identification _____
Type of Identification Produced _____

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and 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.

Andrew M. O'Malley
Andrew M. O'Malley