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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036  
CONTACT: KYLE L WHITE  
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: ELITE RESORTS OF AMERICA, INC.  
AUDIT NUMBER.....H97000015318  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ELITE RESORTS OF AMERICA, INC.

ARTICLE I - NAME

The name of this corporation is ELITE RESORTS OF AMERICA, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office shall be 25250 East Highway 316, Salt Springs, Florida 32134. The mailing address of the corporation shall be P. O. Box 5489, Salt Springs, Florida 32134.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue FIFTY MILLION (50,000,000) shares of ONE TENTH OF ONE CENT (\$.001) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Bradford D. West, Esquire.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Eduard Mayer  
This document was prepared by:  
Bradford D. West, Esquire

25250 East Highway 316  
Salt Springs, Florida 32134

Florida Bar Number: 769525  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809

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George L. MacKay

25250 East Highway 316  
Salt Springs, Florida 32134

James H. Patton

25250 East Highway 316  
Salt Springs, Florida 32134

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Bradford D. West

215 North Eola Drive  
Orlando, Florida 32802

ARTICLE VII - INDEMNIFICATION

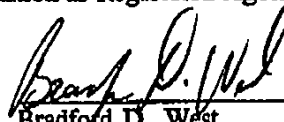
This corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of September, 1997.

  
Bradford D. West, Incorporator

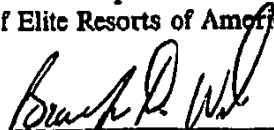
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Elite Resorts of America, Inc.

  
Bradford D. West

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of Elite Resorts of America, Inc.

  
Bradford D. West