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JOSEPH C. WASCH
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Via U.S. Priority Mail

December 9, 1997

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

300002369213--7
-12/11/97--01026--020
*****70.00 *****70.00

Re: Trans World Gaming
Corporation

Dear Sir/Madam:

Enclosed for filing, please find Articles of Incorporation for the captioned corporation. Accompanying the Articles is a check in the amount of \$70.00 in payment of the filing fee. A photocopy of the Articles is enclosed. Please file-stamp the copy and return it in the envelope provided. Thank you.

Very truly yours,

Joseph C. Wasch
Joseph C. Wasch

JCW:ns

Enclosures

FILED
97 DEC 11 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/11/97

ARTICLES OF INCORPORATION

OF

TRANS WORLD GAMING CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME

The name of the corporation shall be:

TRANS WORLD GAMING CORPORATION

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is Suite 200, 2455 East Sunrise Blvd., Fort Lauderdale, Florida 33304. The board of directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue two classes of stock, common stock and preferred stock, as follows:

A. Common Stock.

The common stock of the corporation shall have the following characteristics:

(a) The aggregate number of shares of common stock which the corporation shall have the authority to issue is 4,000,000 shares. All common stock, when issued, shall be fully paid and non-assessable;

(b) Par value shall be \$0.01 per share; and

(c) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

B. Preferred Stock.

The preferred stock of the corporation shall have the following characteristics:

(a) The aggregate number of shares of preferred stock which the corporation shall have the authority to issue is 1,000,000 shares;

(b) Par value shall be \$0.01 per share; and

(c) The shares of preferred stock may be issued in such series, with such designations, preferences, stated values, rights, qualifications or limitations as determined solely by the board of directors of the corporation.

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE VI
INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is Donald J. Brumlik. The street address of the initial registered agent of this corporation is Suite 200, 2455 East Sunrise Boulevard, Fort Lauderdale, Florida 33304.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the by-laws but shall never be fewer than one (1). The names and addresses of the initial directors of this corporation are:

Kenneth M. Benson
2300 E. Oakland Park Blvd.
Suite 200
Fort Lauderdale, FL 33306

Timothy McKenna
2300 E. Oakland Park Blvd
Suite 200
Fort Lauderdale, FL 33306

Gary Marvel
2300 E. Oakland Park Blvd.
Suite 200
Fort Lauderdale, FL 33306

Donald J. Brumlik
2455 East Sunrise Blvd.
Suite 200
Fort Lauderdale, FL 33304

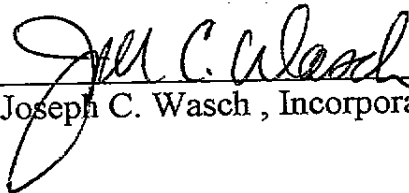
ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is Joseph C. Wasch, 888 East Las Olas Boulevard, Suite 210, Fort Lauderdale, Florida 33301.

The undersigned has executed these Articles of Incorporation this 9th day of December, 1997.

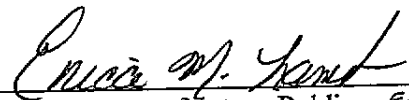


Joseph C. Wasch, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

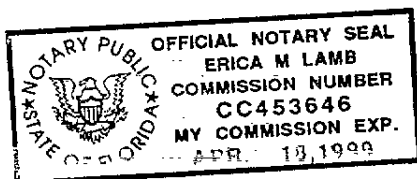
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph C. Wasch, who is personally known to me or who has produced Florida Drivers License as identification and who did (did not) take an oath, the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on December 9, 1997.



Notary Public Erica M. Lamb
State of Florida at Large

My Commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

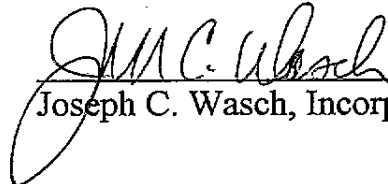
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

TRANS WORLD GAMING CORPORATION

2. The name and address of the registered agent and office is: Donald J. Brumlik, Suite 200, 2455 East Sunrise Blvd., Fort Lauderdale, Florida 33304.


Dated: December 9, 1997



Joseph C. Wasch, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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.

Dated: December 9, 1997



Donald J. Brumlik, Registered Agent

97 DEC 11 AM 8:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA