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WILLIAM J. RITCHIE
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December 24, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-12/26/97--01023--020
****122.50 ****122.50

RE: Incorporation of 11th Street Bingo, Inc.

Dear Sirs:

Enclosed you will find (1) original and (2) copies of the ARTICLES OF INCORPORATION OF 11TH STREET BINGO, INC. I would appreciate it if you would file stamp the copies and mail them back to our office. I have also enclosed a check in the amount of \$122.05 for the filing fee.

Thank you for you attention in this matter.

Sincerely,

Lura J. Williams

Lura J. Williams
Legal Assistant

FILED
97 DEC 26 PM 3.27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-18-97

W 12-29-97

ARTICLES OF INCORPORATION

OF

11TH STREET BINGO, INC.

EFFECTIVE DATE

12-18-97

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is 11th Street Bingo, Inc..

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 866 West 11th Street, Panama City, Florida 32401.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of no par value stock.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is William J. Ritchie, P.A. 13 Memorial Parkway, #220, Fort Walton Beach, Florida 32548.

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TALLAHASSEE, FLORIDA

ARTICLE V

INCORPORATORS

The name and address of the person signing these articles is as follows:

Richard Carrie

866 West 11th Street

Panama City, Florida 32401

ARTICLE VI

DURATION

This corporation shall exist perpetually commencing on the date of execution of these articles.

Preferences, Limitation and relative Rights of Shares of Capital Stock

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII

CORPORATE PURPOSE

This corporation is organized for the purpose of operating a bingo home and transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII

STOCK ISSUANCE

Shares of capital stock of this Corporation shall be issued initially to the following person and in the amount set opposite his name:

Richard Carrie

1,000 shares

Shares held by the initial stockholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms of which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE IX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock to this corporation of the same kind, class, or service as that which he already holds, shall have the right to purchase his prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

Richard Carrie

866 West 11th Street
Panama City, Florida 32401

ARTICLE XI

INITIAL OFFICERS

The initial officers who shall serve until successors are duly elected by a majority vote of the

directors are as follows:

President - Richard Carrie

Vice President- Richard Carrie

Secretary/Treasurer - Richard Carrie

ARTICLE XII

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock shall be issued initially to the following persons:

| | |
|----------------|------|
| Richard Carrie | 100% |
|----------------|------|

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIV

CUMULATIVE VOTING

At each such election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing such votes

on the same principle among any number of such candidates.

ARTICLE XV

CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by a majority of the outstanding shares.

ARTICLE XVI

SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XVII

SHAREHOLDERS MEETING REQUIRED

The Shareholders of this corporation may take action by written consent as provided by law.

ARTICLE XVIII

MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the directors of this corporation.

ARTICLE XIX

DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting in the matter to be voted upon, the affirmative vote

of a majority of the remaining directors shall be the act of the Board of Directors.

ARTICLE XX

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XXI

ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent as provided by law.

ARTICLE XXII

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XXIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on this 18 day of December, 1997.



LORI C PONGRATZ
My Commission CC377346
Expires Jun. 01, 1998
Bonded by ANB
800-852-5878

Lori Pongratz

Richard Carrie
Richard Carrie

C200-150-49-175-0

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.01, Florida Statutes, relative to keeping said office open.


WILLIAM J. RITCHIE

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