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January 28, 1998

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

EFFECTIVE DATE
1-28-98

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-01/30/98--01068--017
***122.50 ***122.50

Re: Incorporation of Crossriver Entertainment, Inc.

Dear Sir/Madam:

Enclosed please find the following documents for filing:

1. Original and one copy of Articles of Incorporation effective on the date of filing
2. Consent of Registered Agent;
3. A check in the amount of \$122.50 to cover the costs of the filing fee, a certified copy of the Articles of Incorporation, and the filing of the approval of the Registered Agent.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to call.

Sincerely,



Linda K. Phipps

LKP/sgs

Enclosures

cc: Darlene Heber

F. CHESSEY FEB 3 1998

FILED
98 JAN 30 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CROSSRIVER ENTERTAINMENT, INC.

FILED
98 JAN 30 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby forms a corporation under the laws of the State of Florida

EFFECTIVE DATE

1-28-98

ARTICLE I - NAME

The name of the corporation shall be **CROSSRIVER ENTERTAINMENT, INC.**

ARTICLE II - MAILING ADDRESS

The principal mailing address of the Corporation shall be c/o Darlene Heber, 211 Blue Creek Drive, Winter Springs, Florida 32708.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is One Thousand (1,000) shares, all of which shall be common shares with par value of One Dollar (\$1.00) per share.

ARTICLE V - REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation is 211 Blue Creek Drive, Winter Springs, Florida 32708 and the name of the initial Registered Agent at such address is Darlene Heber.

ARTICLE VI - TERM OF EXISTENCE

The corporate existence shall commence upon subscription and acknowledgment of these Articles of Incorporation.

ARTICLE VII - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VIII - INCORPORATORS

The name and street address of the Incorporator of the corporation is: Darlene Heber, 211 Blue Creek Drive, Winter Springs, Florida 32708.

ARTICLE IX - SPECIAL PROVISION

The stock of this corporation is intended to qualify under Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have subscribed my name this 28th day of

January, 1998.

Darlene Heber
DARLENE HEBER

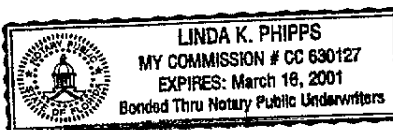
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28 day of JANUARY, 1998, by **DARLENE HEBER** who is personally know to me X or who has produced _____ as identification and did (did not) take an oath.

Linda K. Phipps
NOTARY PUBLIC, STATE OF FLORIDA

Linda K. Phipps
PRINTED NAME OF NOTARY PUBLIC

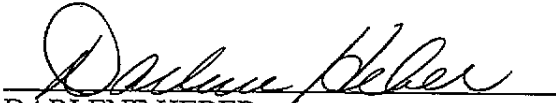
MY COMMISSION EXPIRES:



CONSENT OF REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for
CROSSRIVER ENTERTAINMENT, INC.

Dated this 28th day of January, 1998.


DARLENE HEBER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA