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February 2, 1998

Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32301

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****122.50 ****122.50

RE: OCEAN GAMING SERVICES, INC.

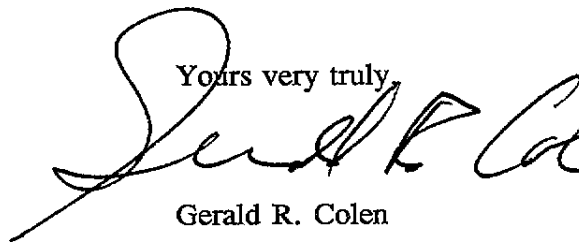
Gentlemen:

Enclosed please find the following:

1. Original and one copy of the Articles of Incorporation of OCEAN GAMING SERVICES, INC.;
2. Original and one copy of the Certificate of Designation of Registered Agent/Registered Officer;
3. Check in the sum of \$122.50 to cover the \$35.00 (For-profit corporation filing fee); \$35.00 (Registered Agent Designation); and \$52.50 (Certified copy of Articles).

Please file the original of the enclosed documents and return a certified copy to the undersigned.

Yours very truly,



Gerald R. Colen

GRC/mpj
Enclosures
(98-125)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OCEAN GAMING SERVICES, INC.

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following ARTICLES OF INCORPORATION for such corporation:

ARTICLE I. NAME

The name of this corporation is OCEAN GAMING SERVICES, INC.

ARTICLE II. DURATION

The period of its duration is perpetual.

ARTICLE III. PURPOSE

This Corporation is organized to engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 500 shares of stock.

ARTICLE V. INITIAL STREET ADDRESS

The initial street address of the principal office of this Corporation is OCEAN GAMING SERVICES, INC., 6048 Oakhurst Drive, Seminole, FL 33772.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial board of directors are three, whose name and address are:

David Holmes
6048 Oakhurst Drive
Seminole, FL 33772

Richard M Williams
~~Mark W. Williams~~
6850 15th Avenue North
St. Petersburg, FL 33710
Robert

Clive Tilley
820 Ortega Avenue
Coral Gables, FL 33134

ARTICLE VII. INCORPORATORS

The name and address of the incorporators are:

David Holmes
6048 Oakhurst Drive
Seminole, FL 33772

Richard M Williams
~~Mark W. Williams~~
6850 15th Avenue North
St. Petersburg, FL 33710
Robert

Clive Tilley
820 Ortega Avenue
Coral Gables, FL 33134

ARTICLE VIII. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these ARTICLES OF INCORPORATION, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX. REGISTERED AGENT AND ADDRESS

The name of the registered agent and the street address of the registered office are as follows:

Richard M. Williams
~~Mark W. Williams~~
6850 15th Avenue North
St. Petersburg, FL 33710

ARTICLE X. POWERS

This Corporation shall have the power to do any and all things necessary, suitable, convenient or proper for the accomplishment of any of the purposes of the attainment of any of the objects relative to the operation and maintenance of a business. In addition, this Corporation shall have all the powers set forth in Chapter 607.011, Florida Statutes (1984), and as amended thereafter.

ARTICLE XI. 1244 ELECTION

The capital stock issued by the Corporation shall be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code, so as to have it qualify as Section 1244 stock, and the Corporation shall adopt appropriate resolutions to accomplish this purpose.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these ARTICLES OF INCORPORATION, this 25 day of January, 1998.

David S. Holmes
DAVID HOLMES, INCORPORATOR

MARK W. WILLIAMS, INCORPORATOR
Richard M. Williams

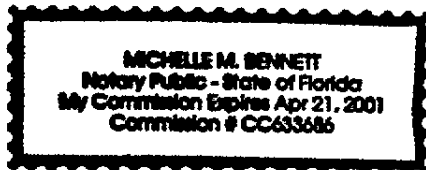
Clive Tilley
CLIVE TILLEY, INCORPORATOR

STATE OF FLORIDA

COUNTY OF PINELLAS

Richard M Williams
BEFORE ME, the undersigned authority, personally appeared ~~MARK W. WILLIAMS~~, who is personally known to me or produced W-452753 61 424-0 as identification and who, being by me first duly sworn, deposes and says that he is the person who subscribed the above and foregoing ARTICLES OF INCORPORATION for the purposes therein expressed.

SWORN TO and subscribed before me this 25 day of January, 1998.



Michelle M Bennett
NOTARY PUBLIC

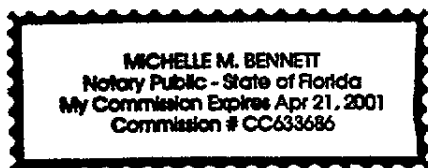
My Commission Expires:

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared CLIVE TILLEY, who is personally known to me or produced _____ as identification and who, being by me first duly sworn, deposes and says that he is the person who subscribed the above and foregoing ARTICLES OF INCORPORATION for the purposes therein expressed.

SWORN TO and subscribed before me this 25 day of January, 1998.

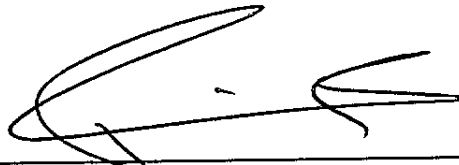


Michelle M Bennett
NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent for said Corporation and certify that I am familiar with and accept the obligations of that position.

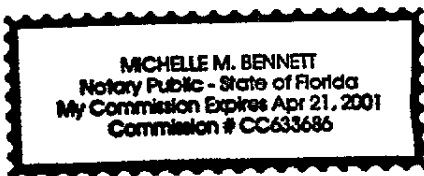

~~MARK W. WILLIAMS, REGISTERED AGENT~~ *Bea*
Richard M Williams

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared DAVID HOLMES, who is personally known to me or produced _____ as identification and who, being by me first duly sworn, deposes and says that he is the person who subscribed the above and foregoing ARTICLES OF INCORPORATION for the purposes therein expressed.

SWORN TO and subscribed before me this 25 day of January, 1998.



Michelle M Bennett
NOTARY PUBLIC

My Commission Expires:

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: OCEAN GAMING SERVICES. INC.

2. The name and address of the registered agent and office is:

Richard M Williams
MARK W. WILLIAMS
(Name)
6850 15th AVENUE NORTH
(P.O. Box not acceptable)
ST. PETERSBURG, FL 33710
(City/State/Zip)

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED

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.

Richard M Williams
(Signature)
MARK W. WILLIAMS, REGISTERED AGENT
Richard M Williams

1/25/98
(Date)