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PLEASE REPLY TO:
POST OFFICE BOX 1280
FERNANDINA BEACH, FL
904/261-0742
FAX # 904/261-0745

June 19, 1998

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****122.50 ****122.50

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: SOUTHEAST CASINO MANAGEMENT, INC.

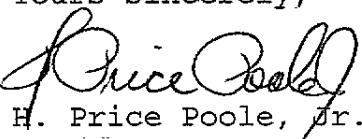
Dear Sirs:

Enclosed are:

1. Our check in the amount of \$122.50; and
2. Original Articles of Incorporation for the above referenced corporation.


Please file and let us have your receipt therefor.

Thank you for your continued assistance.

Yours sincerely,

H. Price Poole, Jr.

HPP/fgb
Enclosures

98 JUN 22 AM 11:50
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUN 23 1998


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ARTICLES OF INCORPORATION
OF
SOUTHEAST CASINO MANAGEMENT, INC.

FILED
98 JUN 22 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporators under the provisions of the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is: SOUTHEAST CASINO MANAGEMENT, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is SEVENTY-FIVE HUNDRED (7,500) with a par value of ONE DOLLAR (\$1.00) each. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is: 6 South 14th Street, Fernandina Beach, FL 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or diminished from time

to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the initial directors, who shall hold office for the first year of corporate existence or until their successors are elected or appointed and have qualified are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
ANDREW J. LIPMAN	4677 Genoa Drive Fernandina Beach, FL 32034
JOHN W. McCLANE, III	4674 Genoa Drive Fernandina Beach, FL 32034
HENRY LEONG	2162 S. Tan Ct., Suite 30 Chicago, IL 60616

ARTICLE VIII. OFFICERS

The names and post office addresses of the officers who shall hold office for the first year of corporate existence or until their successors are elected or appointed are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
ANDREW J. LIPMAN	President	4677 Genoa Drive Fernandina Beach, FL 32034
JOHN W. McCLANE, III	Secretary	4674 Genoa Drive Fernandina Beach, FL 32034

ARTICLE IX. REGISTERED AGENT

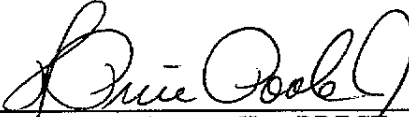
The name and address of the initial registered agent of this corporation is: H. PRICE POOLE, JR., 303 Centre Street, Suite 200, Fernandina Beach, FL 32034.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and


approved at a stockholders' meeting by a majority of the issued and outstanding stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. Each and every action required to be voted upon and thereby approved by the stockholders shall be approved by a majority vote of the stockholders.

EXECUTED this 19th day of June, 1998.



Incorporator: H. PRICE POOLE, JR.
303 Centre Street, Suite 200
Fernandina Beach, FL 32034

By my signature below, I hereby accept appointment as the Designated Registered Agent of this corporation.



H. PRICE POOLE, JR.
300 Centre Street, Suite 200
Fernandina Beach, FL 32034

FILED
98 JUN 22 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA