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ACCOUNT NO. : 072100000032

REFERENCE : 900110 8739A

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : July 22, 1998

ORDER TIME : 1:46 PM

ORDER NO. : 900110-005

CUSTOMER NO: 8739A

CUSTOMER: Bonnie J. Phillips, Legal Asst
SIEGEL LIPMAN DUNAY & SHEPARD,
LLP
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 22 AM 9:18

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DOMESTIC FILING

NAME: MAXAMILLION CASINOS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

RECEIVED
98 JUL 22 PM 2:40
DIVISION OF CORPORATIONS
[Signature]

**ARTICLES OF INCORPORATION
OF
MAXAMILLION CASINOS, INC.**

FILED
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DIVISION OF CORPORATIONS
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**ARTICLE 1
NAME**

The name of this Corporation is Maxamillion Casinos, Inc.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 1050 Lee Wagener Boulevard, Suite 303, Fort Lauderdale, Florida 33315.

**ARTICLE 3
MAILING ADDRESS**

The mailing address of this Corporation shall be 1050 Lee Wagener Boulevard, Suite 303, Fort Lauderdale, Florida 33315.

**ARTICLE 4
PURPOSES AND POWERS**

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

**ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is Ten Thousand (10,000) shares of Common Stock, without par value per share, of which shares Five Thousand (5,000) shall be common shares and Five Thousand (5,000) shall be preferred shares. The Board of Directors shall determine the preferences, limitations, and relative rights of the shares of preferred stock and any of series of preferred stock which the Board of Directors may designate.

ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, and the name of the initial registered agent of this Corporation at that address is Jonathan L. Shepard.

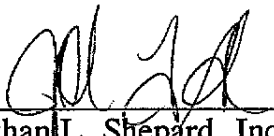
ARTICLE 7
INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Jonathan L. Shepard, 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486.

ARTICLE 8
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation on July 21, 1998.



Jonathan L. Shepard, Incorporator

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
MAXAMILLION CASINOS, INC.**

FILED
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DIVISION OF CORPORATIONS
98 JUL 22 AM 9:18

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

Maxamillion Casinos, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Jonathan L. Shepard, located at 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, County of Palm Beach, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.



Jonathan L. Shepard