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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 19 AM 11:07

October 14, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/19/98--01051--008
****122.50 *****78.75

EFFECTIVE DATE
10-14-98

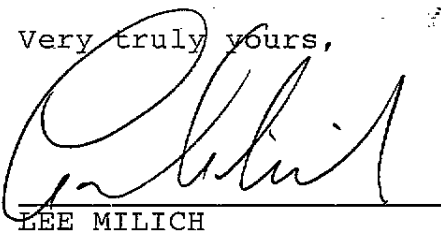
RE: PREMIER ENTERTAINMENT CORPORATION

Dear Sir or Madam:

Enclosed is duplicate are Articles of Incorporation for the
above new corporation, together with check in the sum of
\$122.50.

Please return the certified copy to the undersigned as
soon as possible.

Very truly yours,


LEE MILICH

LM/lr
encl.

D. BROWN OCT 20 1998

ARTICLES OF INCORPORATION
OF
PREMIER ENTERTAINMENT CORPORATION

EFFECTIVE DATE
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ARTICLE I
NAME

The name of this corporation shall be:

PREMIER ENTERTAINMENT CORPORATION

ARTICLE II
DURATION

This corporation shall commence its existence on the date of execution and acknowledgement of these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III
PURPOSE

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

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of non par value common stock, which shall be designated as "Common Shares".

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11900 Biscayne Blvd., Suite 809, North Miami,

FL 33181, and the initial registered agent at that address is LEE MILICH.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name and address of the initial director is: JORGE HANE, 2843 South Bayshore Drive, #16F, Miami, FL 33133.

ARTICLE VII
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 2843 South Bayshore Drive, #16F, Miami, FL 33133.

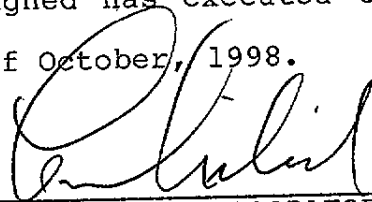
ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is LEE MILICH, 11900 Biscayne Blvd., Suite 809, North Miami, FL 33181.

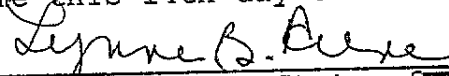
ARTICLE IX
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of October, 1998.


LEE MILICH, INCORPORATOR

Sworn to and subscribed before me this 14th day of October, 1998.


NOTARY PUBLIC, State of
My commission expires:

OFFICIAL NOTARY SEAL
LYNNE B. REEVE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC673948
MY COMMISSION EXP. AUG. 21, 2001

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 14th day of October, 1998.


LEE MILICH, REGISTERED AGENT