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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Vegas Casino & Entertainment  
Inc.

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RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
✓ Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
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ARTICLES OF INCORPORATION

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OF

VEGAS CASINOS & ENTERTAINMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: VEGAS CASINOS & ENTERTAINMENT, INC. The principal office of the Corporation is 7380 Sandlake Road, Suite 105, Orlando, Florida 32819. The mailing address of the Corporation is 7380 Sandlake Road, Suite 105, Orlando, Florida 32819.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of One Cent (\$0.01) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 East Robinson Road, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is FLORIDA CORPORATE SUPPORT, INC.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Thomas D. Baldwin  
7380 Sandlake Road  
Suite 105  
Orlando, Florida 32819

Article 7. Incorporators. The name and address of each Incorporator is as follows: G. Steven Brown, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.


IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 2nd day of November, 1998.

  
\_\_\_\_\_  
G. Steven Brown

STATE OF FLORIDA)  
COUNTY OF ORANGE)

Before me personally appeared G. STEVEN BROWN, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2nd day of November, 1998.

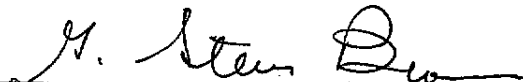
  
\_\_\_\_\_  
Notary Public, State of Florida at Large  
Mary Ellen Silverman  
Typed Name of Notary Public  
Commission No.: CC716777

MARY ELLEN SILVERMAN  
Notary Public, State of Florida  
My Comm. Expires Feb. 15, 2002  
Comm. No. CC 716777

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of VEGAS CASINOS & ENTERTAINMENT, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 2nd day of November, 1998.

  
\_\_\_\_\_  
G. Steven Brown

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