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BRYANT & HIGBY, CHARTERED  
ATTORNEYS AT LAW

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LYNN C. HIGBY  
(1938-1992)  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ROWLETT W. BRYANT  
CLIFFORD C. HIGBY  
CECILIA REDDING BOYD

November 2, 1998

State of Florida  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

500002680955--3

Re: Bay Bingo, Inc.

-11/05/98--01036--013  
\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

Please find enclosed Articles of Incorporation for Bay Bingo, Inc., a proposed new corporation, together with a Registered Agent's Certificate and our check for the filing fees.

I would appreciate your processing the enclosed application and favoring me with a certified copy of the Articles at your earliest convenience.

Please feel free to call me collect should you have any question or comment regarding the enclosures.

Very truly yours,

*Rowlett W. Bryant*  
Rowlett W. Bryant

RWB/mlw

encl.

P. Hall

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BAY BINGO, INC.

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THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is BAY BINGO, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock, each having a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is 833 Harrison Avenue, Panama City, Florida,

32401. The name of the original Registered Agent of this corporation and his address is Rowlett W. Bryant, 833 Harrison Avenue, Panama City, Florida, 32401.

#### ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Rowlett W. Bryant

833 Harrison Avenue  
Panama City, Fl 32401

#### ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Rowlett W. Bryant

833 Harrison Avenue  
Panama City, Fl 32401

#### ARTICLE VIII - PRE-EMPTIVE STOCK RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the

holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal, this 2nd day of November, 1998.

Heather L. Moore  
Mary Lou Wilson

Rowlett W. Bryant  
Rowlett W. Bryant

STATE OF FLORIDA)

COUNTY OF BAY )

BEFORE ME, the undersigned authority, this 2nd day of November, 1998, personally appeared Rowlett W. Bryant, who is personally known to me 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 his execution thereof was his free act and deed, for the uses and purposes therein mentioned and expressed, and he did take an oath.

Mary Lou Wilson  
NOTARY PUBLIC  
Mary Lou Wilson  
Print Notary Name  
Notary Commission No. \_\_\_\_\_  
My Commission expires: \_\_\_\_\_



Mary Lou Wilson  
MY COMMISSION # CC738469 EXPIRES  
May 1, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that BAY BINGO, INC., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation at 833 Harrison Avenue, Panama City, Florida 32401, has named Rowlett W. Bryant, located at 833 Harrison Avenue, Panama City, Florida, 32401, as its agent for service of process within this state.

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ACKNOWLEDGMENT

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Rowlett W. Bryant

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