BRYANT & HIGBY, CHARTERED ATTORNEYS AT LAW FILED

833 HARRISON AVENUE

POST OFFICE BOX 860

PANAMA CITY, FLORIDA 32402-0860

TELEPHONE (850) 763-(787 TELECOPIER (850) 785-1533 98 NOV -5 AN 10: 19

SECRETARY OF STATE (1992) TALLAHASSEE, FLORIDA

November 2, 1998

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

Re: Bay Bingo, Inc.

500002680955--3

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

#### Gentlemen:

ROWLETT W. BRYANT CLIFFORD C. HIGBY

CECILIA REDDING BOYD

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

RWB/mlw

encl.

P. Hall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#### ARTICLES OF INCORPORATION

OF

# BAY BINGO, INC.

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 \_\_\_\_\_\_\_ day of November, 1998.

May Low Wilson

Rowllett W. Bryant

STATE OF FLORIDA)

COUNTY OF BAY

BEFORE ME, the undersigned authority, this 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.

May In whom

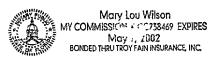
NOTARY PUBLIC

Mary Low Wilson

Print Notary Name

Notary Commission No.

My Commission expires:



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

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.

## 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

98 NOV -5 AN ID: 19
SECRETARY OF STATE