

709000015613

CAPITAL CONNECTION, INC.

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

BlueWater Casinos, Inc.

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-02/17/99--01052--023

****350.00 *****87.50

✓ Art of Inc. File Cert
____ LTD Partnership File
____ Foreign Corp. File
____ L.C. File
____ Fictitious Name File
____ Trade/Service Mark
____ Merger File
____ Art. of Amend. File
____ 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
____ Driving Record
____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval
____ Courier

FILED
SUMMARY OF JUDICIAL
99 FEB 17 PM 8:39

Signature

DIVISION OF CORPORATION

Requested by: (C) 2-17-99 11:30
Name Date Time

Walk-In Will Pick Up

U. P. Bureau FEB 17 1999

**ARTICLES OF INCORPORATION
OF
BLUE WATER CASINOS, INC.**

FILED
CLERK OF STATE
OFFICE OF CORPORATION
99 FEB 17 PM 3:39

The undersigned Incorporator, John O. Anthony, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I:

The name of the Corporation (hereinafter "Corporation") shall be: Blue Water Casinos, Inc.

ARTICLE II:

The purpose or purposes of the Corporation shall be to engage in any activity, business, or lawful act under the laws of the State of Florida and the United States.

ARTICLE III:

The principal place of business and mailing address of the Corporation shall be: Port of Miami, 1265 South America Way, 1st Floor, Miami, Florida 33132.

ARTICLE IV:

The number of shares of stock that the Corporation will be authorized to have outstanding at any one time shall be: ten thousand (10,000) shares of single class stock.

ARTICLE V:

The Corporation shall issue its stock pursuant to shareholder agreement in the following manner: one thousand five hundred (1,500) shares of stock to David F. Williams, one thousand five hundred (1,500) shares of stock to John O. Anthony, one thousand five hundred (1,500) shares of stock to Andrea J. Williams, and one thousand five hundred (1,500) shares of stock to Monica Anthony. The remaining four thousand (4,000) shares of stock shall not be issued without the affirmative vote of one hundred percent (100%) of all issued and outstanding shares of the Corporation. This provision of the Articles of Incorporation may not be amended without the affirmative vote of one hundred percent (100%) of all issued and outstanding shares of the Corporation.

ARTICLE VI:

The Corporation shall have four (4) Directors at inception. The number of Directors may be increased or decreased from time to time by the Bylaws. The names and addresses of the initial Directors are: David F. Williams, Port of Miami, 1265 South America Way, 1st Floor, Miami, Florida 33132; John O. Anthony, Port of Miami, 1265 South America Way, 1st Floor, Miami, Florida 33132; Andrea J. Williams, Port of Miami, 1265 South America Way, 1st Floor, Miami, Florida 33132; and Monica Anthony, Port of Miami, 1265 South America Way, 1st Floor, Miami, Florida 33132.

ARTICLE VII:

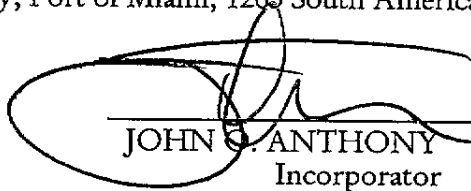
The Bylaws of the Corporation may be adopted, altered, amended, or repealed by the affirmative vote of one hundred percent (100%) of the Directors/Shareholders.

ARTICLE VIII:

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX:

The name and Florida street address of the Incorporator to these Articles of Incorporation is: John O. Anthony, Port of Miami, 1265 South America Way, 1st Floor, Miami, Florida 33132.



JOHN O. ANTHONY 02/10/99
Incorporator DATE

ARTICLE X:

The name and Florida street address of the initial Registered Agent is: Eduardo J. Hernandez, Esq., One Biscayne Tower - Suite 3750, 2 South Biscayne Boulevard, Miami, Florida 33131.

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



EDUARDO J. HERNANDEZ 02/10/99
Registered Agent DATE