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DANIEL HARMON III
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DISTRICT OF COLUMBIA
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P 99000060530
June 29, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/01/99-01064-007

*****78.75 *****78.75

Re: CHIPLEY'S FINEST BINGO, INC.

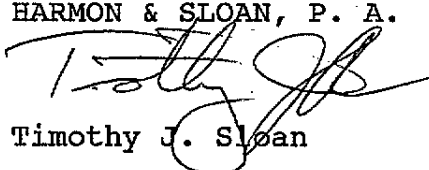
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Resident Agent and our check in the amount of \$78.75 to cover the cost of filing.

At your earliest convenience, please file these articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P. A.


Timothy J. Sloan

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -1 AM 9:44

FILED

TJS\lh

Enclosures

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R. CHESSEN

JUL 7 1999

ARTICLES OF INCORPORATION
OF
CHIPLEY'S FINEST BINGO, INC.

FILED
99 JUL - 1 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is CHIPLEY'S FINEST BINGO, INC.

ARTICLE II - PURPOSE

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

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 1377-7 Brickyard Road, Chipley, Florida 32428. The registered agent for this corporation

is James E. Kokott, whose address is 1377-7 Brickyard Road, Chipley, Florida 32428.

ARTICLE VI. - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is two (2). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

Allen S. Johnson
3506 Wilson Avenue
Panama City, Florida 32405

James E. Kokott
715 W. 13th Street, Apt. 20
Panama City, Florida 32401

ARTICLE VII - INDEMNIFICATION

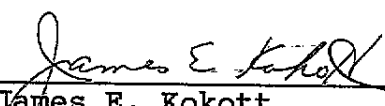
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII- INCORPORATOR

The name of the persons signing these Articles are Allen S. Johnson, whose address is 3506 Wilson Avenue, Panama City, Florida 32405, and James E. Kokott, 715 W. 13th Street, Apt. 20, Panama City, Florida 32401.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th day of June, 1999.


Allen S. Johnson


James E. Kokott

STATE OF FLORIDA,
COUNTY OF BAY.

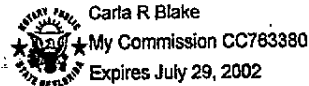
The foregoing instrument was sworn to, subscribed, and
acknowledged before me this 29th day of June, 1999, by ALLEN S.
JOHNSON, who is personally known to me or who has produced
FL Drivers License as identification.

(SEAL)
Carla R. Blake
Signature

Carla R. Blake
Name (Typed)
Notary Public

Commission Expiration Date

Serial Number (if any)



STATE OF FLORIDA,
COUNTY OF BAY.

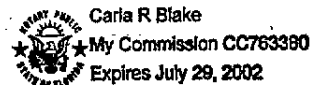
The foregoing instrument was sworn to, subscribed, and
acknowledged before me this 29th day of June, 1999, by JAMES E.
KOKOTT, who is personally known to me or who has produced
FL Drivers License as identification.

(SEAL)
Carla R. Blake
Signature

Carla R. Blake
Name (Typed)
Notary Public

Commission Expiration Date

Serial Number (if any)



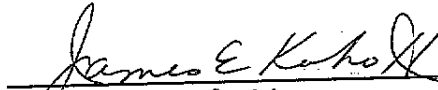
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

CHIPLEY'S FINEST BINGO, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 29th day of June, 1999.



James E. Kokott
Registered Agent

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA