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October 14, 1999

Via UPS

Tracking No. J051 1184 34 6

Florida Department Of State
Sandra B. Mortham, Secretary Of State
Division Of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

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

In Re: Emerald Coast Bingo, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, the original Designation of Registered Agent, together with our filing fee check in the amount of \$78.75, for filing with your office on the above-referenced corporation. Please return a certified copy of the Articles to me upon filing.

Thank you for your attention to this matter.

Sincerely,


Derrick Bennett

DB:hvs

Enclosures as stated.

FILED
99 OCT 15 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
Emerald Coast Bingo, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Emerald Coast Bingo, Inc, hereinafter referred to as the "Corporation".

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 15,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial office and the principal office of the Corporation is 7924 Front Beach Road, Panama City Beach, FL 32408 and the registered agent of the Corporation is Derrick Bennett, Esq., whose address is 112 East Third Court, Panama City, Florida 32401.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall have 4 Directors 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 (1). The

names and addresses of the initial Directors of the Corporation are:

James Settles, President 2629 Highway 2321 Southport, Florida 32409	Cherly Ragsdale, Vice President 2629 Highway 2321 Southport, Florida 32409
Donna Settles, Treasurer 2629 Highway 2321 Southport, Florida 32409	Eugene Ragsdale, Secretary 2629 Highway 2321 Southport, Florida 32409

ARTICLE VII - INCORPORATOR

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

James Settles, President
2629 Highway 2321
Southport, Florida 32409

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be
vested in the Board of Directors and the shareholders.

ARTICLE IX - INDEMNIFICATION


The Corporation shall defend, indemnify and hold harmless any
member of the Board of Directors or officer of the Corporation, or any
former officer or director, who is a party to any threatened or
pending suit or proceeding by reason of the fact that he or she is or
was a director, officer or agent of the Corporation.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote
of the members of the Board of Directors, subject to any limitation
by law. The Board of Directors shall adopt Bylaws for the
Corporation, which may be modified, amended or altered as allowed
under said Bylaws.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto

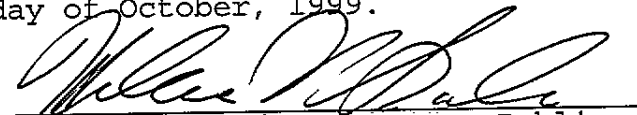
executed these Articles of Incorporation this 14th day of October,
1997.

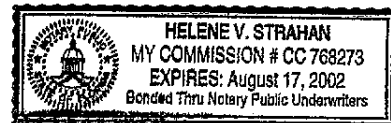
 (SEAL)
James Settles - Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared James Settles, who is personally known to me or who produced Florida Diver's License as identification, and who is known to me to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this, the 14th day of October, 1999.


Helene V. Strahan, Notary Public
My Commission Expires:
My Commission Number:



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
99 OCT 15 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


In compliance with §48.901 and §607.034, Florida Statutes, the following is submitted.

FIRST that Emerald Coast Bingo, Inc., desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at 7924 Front Beach Road, Panama City Beach Florida 32408, has named Derrick G. Bennett located at 112 East Third Court, Panama City, Florida, 32401, as its agent to accept service of process within Florida.

DATED this 14th day of October, 1999.


James Settles - Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Registered Agent