

PA6000068542

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
96 AUG 16 PM 2:21  
SECTION OF STATE  
TALLAHASSEE, FLORIDA

AL AUG 16 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>AKK</u>	_____	_____

WALK-IN  
Will Pick Up 5-11-11-20

RE: Cabill's 1230000000  
Tracy's Division of CORPORATION  
96 AUG 16 AM 9:49  
DISBURSED

Capital Express™	_____	_____
Art. of Inc. "file"	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
(*) Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ( )	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX ( ) pgs.	_____	_____

**SUBTOTALS**

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION  
OF**

**CAHILL'S U.S. CASINOS, INCORPORATED**

**FILED**  
96 AUG 16 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, all natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation shall be:

**CAHILL'S U.S. CASINOS, INCORPORATED**

**ARTICLE II- NATURE OF BUSINESS**

The general character and nature of the business to be transacted by this corporation is:

(1 ) to buy or otherwise acquire, own, hold, manage and control real and personal property of every description, including its own stock and stock in any other corporation, and to sell, convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof, to lend money either with or without security, and to operate and manage other businesses under its own name or under a registered trade name;

(2) to engage in retail, wholesale, and manufacturing businesses in any and all fields, and to do all things necessary to engage in any type of business generally;

(3) to acquire, to purchase, lease, manufacture, or otherwise, any property deemed necessary or useful to acquire, to finish, improve, develop, or manage any property, real or personal, to be time owned, held, or occupied by the Corporation; to invest, trade, and deal in all personal property deemed beneficial to the Corporation; and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the Corporation;

(4) to purchase the assets of any other corporation and to engage in the same or other types of business, including the repurchase of its own shares;

(5) to contract debts and borrow money; issue, sell and pledge bonds, securities, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of Corporate indebtedness as may be required; and to use, spend, dispose of, or lend funds of the Corporation to further the business or purpose of the Corporation;

(6) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock, bonds, securities, or other evidences of indebtedness of any other corporation of the State of Florida or of any other state or government, and, while the owner of such stock, bonds, securities, to exercise all rights and privileges of ownership, including the right to vote such stock;

(7) to enter into, make, perform, and carry out contracts and agreements of every kind, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same, including the purchase of its own shares;

(8) to carry out any and all of its operations and businesses and promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations;

(9) to engage in any and all lawful businesses, trades, occupations and professions; and

(10) to do any and all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do such other things and perform such other acts as may be necessary, profitable, or expedient in carrying out any of the business, objects or powers set forth herein.

It is the intention of the undersigned subscribers to these Articles of Incorporation that none of the objects, powers and clauses set forth herein shall be in any way limited or restricted by reference to, or inference from, the terms of any other objects, powers, or clauses of this Article, and that all such objects, powers and clauses of this Article shall be regarded as independent and severable.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time is One Hundred Million (100,000,000) shares of common stock, with \$.0001 par value and Ten Million (10,000,000) shares of undesignated Preferred Stock, with no par value. Authorized stock may be paid for in cash, services, or property at a value to be fixed by the Board of Directors of this Corporation at any regular or special meeting thereof.

### **ARTICLES IV - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE V - ADDRESS**

The initial street address of the principal office of this Corporation shall be:

4014 Gunn Highway, Suite #275  
Tampa, Florida 33624

The Board of Directors may from time to time designate such other location as the principal office of the corporation as it may deem appropriate.

### **ARTICLE VI - DIRECTORS**

This corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

### **ARTICLE VII - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price it is offered to others.

### **ARTICLE VIII - INITIAL DIRECTORS**

The names and street addresses of the initial Board of Directors, who shall hold office until their successors are elected and have qualified are:

Kenneth M. Cahill  
2292 Highway 965  
North Liberty, Iowa 52317

J. Royce Renfrow  
22 Emmons Road  
Mt. Crested Butte, Colorado 81225

James A. Humpal  
3807 Wenig Road N.E.  
Cedar Rapids, Iowa 52402-2719

Louis Walter  
90210 North Rexford  
Beverly Hills, California 90210

### **ARTICLE IX - SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation are:

Gregory L. Fitch  
4014 Gunn Highway, Suite #275  
Tampa, Florida 33624

### **ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be:

4014 Gunn Highway, Suite #275  
Tampa, Florida 33624

and the name of the initial registered and resident agent at that address is Gregory L. Fitch.

#### **ARTICLE XI - EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

#### **ARTICLE XII - AMENDMENT**


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

Alternately, such amendment may be made by the affirmation of a majority of the directors and stockholders, without any requirement for meetings and notices thereof, if said majority of the directors and stockholders sign a writing manifesting their intention that a certain amendment to these Articles of Incorporation be made, in which case any such amendment shall become effective upon the execution of such a written statement by said majority.

#### **ARTICLE XIII - ADDITIONAL PROVISIONS**

The Board of Directors shall be empowered to enact or elect, or change the enactment or election, of any federal and state provisions as it may deem appropriate for financial benefit of the Corporation. Any such enactments or elections shall be made through a majority vote of the Board of Directors of the Corporation.

**IN WITNESS WHEREOF**, I (we) have set our hands and seals hereto and acknowledge and file the foregoing Articles of Incorporation under the laws of the state of Florida on the date set forth opposite our respective signatures.

  
(Gregory L. Fitch)

(SEAL) Date 8-15-96

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

Before me personally appeared Gregory L. Fitch, to me well known to be the individual described in and executing the foregoing Articles of Incorporation, who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE  
NAMED ABOVE THIS 13th DAY OF AUGUST, 1996.

  
NOTARY PUBLIC



**REGISTERED AND RESIDENT AGENT  
OF  
CAHILL'S U.S. CASINOS, INCORPORATED**

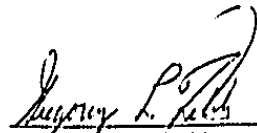
**FILED**  
96 AUG 16 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of the Florida Statutes, the following information is submitted in compliance thereof:

The above named Corporation desiring to organize under the laws of the State of Florida with its principal office at the location indicated in the Articles of Incorporation and shown below, has named the undersigned as its agent to accept service of process within this state at the address set forth below.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named Corporation, at the location designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of State law pursuant to keeping said office open.

  
(Gregory L. Fitch) (SEAL)

**REGISTERED AND RESIDENT AGENT AND PRINCIPAL OFFICE  
INFORMATION:**

Gregory L. Fitch  
4014 Gunn Highway, Suite #275  
Tampa, Florida 33624