

ISLE OF CAPRI CASINOS,
INC.

PART 7 OF 7

APPENDIX 17

**CERTIFIED COPIES OF THE ARTICLES OF INCORPORATION, CHARTER, BYLAWS,
PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS AND ALL AMENDMENTS
AND PROPOSED AMENDMENTS.**

Please see the attached Articles of Incorporation and Bylaws for Isle of Capri Casinos, Inc.

BYLAWS
OF
ISLE OF CAPRI CASINOS, INC.

ARTICLE 1

OFFICES

1.1 Offices. The registered office of the corporation shall be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, Delaware 19805. The corporation may also have offices and places of business at such other places, within or without the State of Delaware, as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE 2

MEETINGS OF STOCKHOLDERS

2.1 Time and Place. The annual meeting and all special meetings of stockholders may be held at such time and place within or without the State of Delaware as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

2.2 Annual Meetings. The annual meeting of stockholders shall be held on such day of such month of each year (other than a Saturday, Sunday or holiday) as shall be determined by the Board of Directors or if the Board shall fail to act, by the President. At the annual meeting the stockholders, voting as provided in the Certificate of Incorporation, shall elect directors and shall transact such other business as may properly be brought before the meeting.

2.3 Special Meetings. Special meetings of the stockholders entitled to vote shall be called by the Secretary at any time upon request of the Chairman of the Board, the President or the Board of Directors (acting upon majority vote).

2.4 Notice. Written notice of the place, date and hour of any annual or special meeting of stockholders shall be given personally or by mail to each stockholder entitled to vote thereat, at his address as shown by the books of the corporation, not less than ten (10) nor more than sixty (60) days prior to the meeting. Notice of any special meeting shall state the purpose

or purposes for which the meeting is called. Attendance at a meeting by any stockholder, without objection by him at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, shall constitute his waiver of notice of such meeting.

2.5 Quorum and Adjourned Meetings. The holders of a majority of all shares outstanding and entitled to vote, represented either in person or by proxy, shall constitute a quorum for the transaction of business at any annual or special meeting of the stockholders. In case a quorum is not present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting.

2.6 Voting. At each meeting of the stockholders, every stockholder having the right to vote shall be entitled to vote in person or by proxy. Except as otherwise provided by law or the Certificate of Incorporation, each stockholder of record shall be entitled to one (1) vote for each share of stock having voting power standing in his name on the books of the corporation. All elections shall be determined by a plurality vote, and, except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, all other matters shall be determined by vote of a majority of the shares present or represented at such meeting on such questions.

2.7 Record Date. The Board of Directors may fix a time, not more than sixty (60) nor less than ten (10) days before the date of any meeting of stockholders, as a record date for the determination of the stockholders entitled to notice of and to vote at such meeting, notwithstanding any transfer of any shares on the books of the corporation after any record date so fixed.

2.8 Order of Business. The suggested order of business at the annual meeting and, to the extent appropriate, at all other meetings of the stockholders shall, unless modified by the presiding chairman, be:

- (a) Call of roll
- (b) Proof of due notice of meeting or waiver of notice
- (c) Determination of existence of quorum
- (d) Reading and disposal of any unapproved minutes
- (e) Annual reports of officers and committees
- (f) Election of directors
- (g) Unfinished business
- (h) New business
- (i) Adjournment.

2.9 Advance Notification of Proposals at Stockholders Meeting. If a stockholder desires to submit a proposal for consideration at an annual or special stockholders meeting or to nominate persons for election as directors at any stockholders meeting duly called for the election of directors, written notice of such stockholder's intent to make such a proposal or nomination must be given and received by the Secretary of the corporation at the principal executive offices of the corporation either by personal delivery or by United States mail not later than (i) with respect to an annual meeting of stockholders, sixty (60) days prior to the anniversary date of the immediately preceding annual meeting, and (ii) with respect to a special meeting of stockholders, the close of business on the tenth day following the date on which notice of such meeting is first sent or given to stockholders. Each notice shall describe the proposal or nomination in sufficient detail for the proposal or nomination to be summarized on the agenda for the meeting and shall set forth (i) the name and address, as it appears on the books of the corporation, of the stockholder who intends to make the proposal or nomination; (ii) a representation that the stockholder is a holder of record of stock of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to present such proposal or nomination; and (iii) the class and number of shares of the corporation that are beneficially owned by the stockholder. In addition, in the case of a stockholder proposal, the notice shall set forth the reasons for conducting such proposed business at the meeting and any material interest of the stockholder in such business. In the case of a nomination of any person for election as a director, the notice shall set forth: (i) the name and address of any person to be nominated; (ii) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons pursuant to which the nomination or nominations are to be made by the stockholder); (iii) such other information regarding such nominee proposed by such stockholder as would be required to be included in a proxy statement filed pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended; and (iv) the consent of each nominee to serve as a director of the corporation if so elected. The presiding officer of the annual or special meeting shall, if the facts warrant, refuse to acknowledge a proposal or nomination not made in compliance with the foregoing procedure, and any such proposal or nomination not properly brought before the meeting shall not be considered.

ARTICLE 3

DIRECTORS

3.1 Number, Qualification and Term of Office. At each annual meeting the stockholders shall determine the number of directors. The number of directors shall be fixed initially by the incorporator or the stockholders and thereafter such number may be increased by the stockholders or by the Board of Directors or may be decreased by the stockholders in any event or, in the event of any vacancy or vacancies by the Board of Directors to eliminate such vacancies. Any decrease in such number by the stockholders shall have the effect of terminating the term of office of all directors unless the effect of such decrease is merely to eliminate a vacancy or vacancies. If such decrease terminating the term of office of all directors is effected

at a meeting of stockholders, a new Board shall be elected at such meeting. Each director shall hold office until the annual meeting held next after his election and until his successor shall have been elected and qualified, until he shall resign or until he shall have been removed by the stockholders in the manner provided by law.

3.2 Vacancies on Board of Directors. If a vacancy on the Board of Directors occurs by reason of death, resignation, removal or otherwise or if a newly created directorship results from an increase in the number of directors, such vacancy may be filled for the unexpired term by a majority of the directors then in office or by the sole remaining director, although less than a quorum exists. Each person so elected shall be a director until his successor is elected by the stockholders, who may make such election at their next annual meeting or any special meeting duly called for that purpose.

3.3 Quorum. A majority of the total number of directors shall constitute a quorum for the transaction of business; provided, however, that if any vacancies exist by reason of death, resignation, removal or otherwise, a majority of the remaining directors shall constitute a quorum for the purpose of filling of such vacancies.

3.4 First meeting. As soon as practicable after each annual election of directors, the Board of Directors shall meet for the purpose of organization, election or appointment of officers of the corporation, and transaction of other business, at such time and place as shall be announced at the annual meeting of stockholders, and no further notice of such meeting need be given. If no such announcement of the time and place of the meeting is so made, the first meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings or in a waiver of notice signed by all directors.

3.5 Regular meetings. Regular meetings of the Board of Directors shall be held at such time and place as may from time to time be determined by the Board. No notice need be given of any regular meeting.

3.6 Special meetings. Special meetings of the Board of Directors may be held at such time and place as may be designated in the notice or the waiver of notice of the meeting. Special meeting of the Board may be called by the Chairman of the Board, the President, by any two (2) directors, or by any one (1) director when there are two (2) directors or less then serving. Unless notice shall be waived by all directors, notice of any special meeting (including a statement of the purposes thereof) shall be given to each director at least twenty-four (24) hours in advance of the meeting if oral or two (2) days in advance of the meeting if by mail, telegraph or other written communication; provided, however, that meetings may be held without waiver of notice from or giving notice to any director while he is in the armed forces of the United States or outside the continental limits of the United States. Attendance at a meeting by any director, without objection in writing by him, shall constitute his waiver of notice of such meeting.

3.7 Compensation. Directors and members of any committee of the Board shall receive only such compensation therefor as may be determined from time to time by resolution of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving proper compensation therefor.

3.8 Committee of the Board. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each to consist of one or more of the directors, each of which, to the extent provided in such resolution, shall have and may exercise the authority of the Board in the management of the business of the corporation; and may authorize the seal of the corporation to be affixed to all papers which may require it. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

3.9 Order of Business. The suggested order of business at any meeting of the Board of Directors shall, to the extent appropriate and unless modified by the presiding chairman, be:

- (a) Roll call
- (b) Proof of due notice of meeting or waiver of notice, or unanimous presence and declaration by President
- (c) Determination of existence of quorum
- (d) Reading and disposal of any unapproved minutes
- (e) Reports of officers and committees
- (f) Election of officers
- (g) Unfinished business
- (h) New business
- (i) Adjournment.

3.10 Disclosure to Gaming Regulatory Authorities. Each director must agree to provide such background information, including a financial statement, and consent to such background investigation, as may be required by gaming regulatory authorities of any state or other jurisdiction in or subject to which the corporation does or proposes to do business, and must agree to respond to questions from such gaming regulatory authorities. If any director is unwilling or unable to obtain within a reasonable period of time any necessary approval by gaming regulatory authorities in any such state or other jurisdiction, then such director shall, if so requested by a majority of the remaining directors, resign from the Board. If and to the extent required by the gaming regulatory authorities of any state or other jurisdiction in which the corporation does or proposes to do business, or of any state or jurisdiction whose laws or regulations are otherwise applicable to the corporation, such director shall abstain from participating in any action with respect to operations of the corporation in such state or jurisdiction pending such background check or approval.

ARTICLE 4

OFFICERS

4.1 Number and Designation. The Board of Directors shall elect a President, a Secretary and a Treasurer, and may elect or appoint a Chairman of the Board, one or more Vice Presidents and such other officers and agents as it may from time to time determine.

4.2 Election, Term of Office and Qualifications. At each annual meeting of the Board of Directors, the Board shall elect the officers provided for in Section 4.1 and such officers shall hold office until the next annual meeting of the Board or until their successors are elected or appointed and qualify; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the entire Board of Directors (without prejudice, however, to any contract rights of such officer).

4.3 Vacancies in Offices. If there be a vacancy in any office of the corporation, by reason of death, resignation, removal or otherwise, such vacancy shall be filled for the unexpired term by the Board of Directors at any regular or special meeting.

4.4 Chairman of the Board. The Board of Directors may, in its discretion, elect one of its members as Chairman of the Board. Unless the Board shall otherwise decide, the Chairman shall preside at all meetings of the stockholders and of the Board and shall exercise general supervision and direction over the more significant matters of policy affecting the affairs of the corporation, including particularly its financial and fiscal affairs. The Chairman of the Board may call a meeting of the Board whenever he deems it advisable.

4.5 President. The President shall have general active management of the business of the corporation. In the absence of the Chairman of the Board, he shall preside at all meetings of the stockholders and Board of Directors. He shall be the chief executive officer of the corporation and shall see that all orders and resolutions are carried into effect. He shall be ex officio a member of all standing committees and shall perform all duties usually incident to the office of President and such other duties as may from time to time be assigned to him by the Board.

4.6 Vice President. Each Vice President shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by the Board of Directors. In the event of absence or disability of the President, the Board of Directors may designate a Vice President or Vice Presidents to succeed to the powers and duties of the President.

4.7 Secretary. The Secretary shall be secretary of and shall attend all meetings of the stockholders and Board of Directors. He shall act as clerk and shall record all the

proceedings of such meetings in the minute book of the corporation. He shall give proper notice of meetings of stockholders and directors. He may, with the Chairman for the Board, President or Vice President, sign all certificates representing shares of the corporation and shall perform the duties as may be prescribed by the Board of Directors from time to time.

4.8 Treasurer. The Treasurer shall keep accurate accounts of all moneys of the corporation received or disbursed, and shall deposit all moneys, drafts and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time. He shall have power to endorse for deposit the funds of the corporation as authorized by the Board of Directors. He shall render to the Chairman of the Board, President and the Board of Directors, whenever required, an account of all of his transactions as Treasurer and statements of the financial condition of the corporation, and shall perform the duties usually incident to his office and such other duties as may be prescribed by the Board of Directors from time to time.

4.9 Other Officers. The Board of Directors may appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers, agents and employees as the Board may deem advisable. Each officer, agent or employee so appointed shall hold office at the pleasure of the Board and shall perform such duties as may be assigned to him by the Board, Chairman of the Board or President.

ARTICLE 5

SHARES AND THEIR TRANSFER

5.1 Certificate of Stock. Every owner of stock of the corporation shall be entitled to a certificate, in such form as the Board of Directors may prescribe, certifying the number of shares of stock of the corporation owned by him. The certificates for such stock shall be numbered (separately for each class) in the order in which they shall be issued and shall be signed in the name of the corporation by the Chairman of the Board, President or a Vice President, and by the Secretary, Assistant Secretary, Treasurer or Assistant Treasurer. Any signature upon a certificate may be a facsimile. Certificates on which a facsimile signature of a former officer, transfer agent or registrar appears may be issued with the same effect as if he were such officer, transfer agent or registrar on the date of issue.

5.2 Stock Record As used in these Bylaws, the term "stockholder" shall mean the person, firm or corporation in whose name outstanding shares of capital stock of the corporation are currently registered on the stock record books of the corporation. A record shall be kept of the name of the person, firm or corporation owning the stock represented by such certificates respectively, the respective dates thereof and, in the case of cancellation, the respective dates of cancellation. Every certificate surrendered to the corporation for exchange or transfer shall be canceled and no new certificate or certificates shall be issued in exchange for any existing certificate until such existing certificate shall have been so canceled (except as provided for in Section 5.4 of this Article 5).

5.3 Transfer of Shares. Transfer of shares on the books of the corporation may be authorized only by the stockholder named in the certificate (or his legal representative or duly authorized attorney-in-fact) and upon surrender for cancellation of the certificate or certificates for such shares. The stockholder in whose name shares of stock stand on the books of the corporation shall be deemed the owner thereof for all purposes as regards the corporation; provided, that when any transfer of shares shall be made as collateral security and not absolutely, such fact shall be so expressed in the entry of transfer if both the transferor and the transferee request the corporation to do so.

5.4 Lost Certificates. Any stockholder claiming a certificate of stock to be lost or destroyed shall make an affidavit or affirmation of that fact in such form as the Board of Directors may require, and shall, if the directors so require, give the corporation a bond of indemnity in form and with one or more sureties satisfactory to the Board of at least double the value, as determined by the Board, of the stock represented by such certificate in order to indemnify the corporation against any claim that may be made against it on account upon a new certificate may be issued in the same tenor and for the same number of shares as the one alleged to have been destroyed or lost.

5.5 Treasury Stock. Treasury stock shall be held by the corporation subject to disposal by the Board of Directors in accordance with the Certificate of Incorporation and these Bylaws, and shall not have voting rights nor participate in dividends.

5.6 Inspection of Books by Stockholders. Stockholders shall be permitted to inspect the books of the corporation for any proper purpose at all reasonable times.

ARTICLE 6

GENERAL PROVISION

6.1 Dividends. Subject to the provisions of the Certificate of Incorporation and of these Bylaws, the Board of Directors may declare dividends from the net earnings or net assets of the corporation available for dividends whenever and in such amounts as, in its opinion, the condition of the affairs of the corporation shall render it advisable.

6.2 Surplus and Reserves. Subject to the provisions of the Certificate of Incorporation and of these Bylaws, the Board of Directors in its discretion may use and apply any of the net earnings or net assets of the corporation available for the net earnings or net assets of the corporation available for such purpose to purchase or acquire any of the shares of the capital stock of the corporation in accordance with law, or any of its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, or from time to time may set aside from its net assets or net earnings such sums as it, in its absolute discretion, may think proper as a reserve fund to meet contingencies, for the purpose of maintaining or increasing the property or business

of the corporation, or for any other purpose it may think conducive to the best interests of the corporation.

6.3 Fiscal Year. The fiscal year of the corporation shall be established by the Board of Directors.

6.4 Audit of Books and Accounts. The books and accounts of the corporation shall be audited at least once in each fiscal year or at such times as may be ordered by the Board of Directors.

6.5 Seal. The corporation shall have such corporate seal or no corporate seal as the Board of Directors shall from time to time determine.

6.6 Securities of Other Corporations.

(a) Voting Securities Held by the Corporation. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation (i) to attend and to vote at any meeting of security holders of other companies in which the corporation may hold securities; (ii) to execute any proxy for such meeting on behalf of the corporation and (iii) to execute a written action in lieu of a meeting of such other company on behalf of this corporation. At such meeting, by such proxy or by such writing in lieu of meeting, the president shall possess and may exercise any and all rights and powers incident to the ownership of such securities that the corporation might have possessed and exercised if it had been present. The Board of Directors may, from time to time, confer like powers upon any other person or persons.

(b) Purchase and Sale of Securities. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation to purchase, sell, transfer or encumber any and all securities of any other company owned by the corporation and may execute and deliver such documents as may be necessary to effectuate such purchase, sale transfer or encumbrance. The Board of Directors may, from time to time, confer like powers upon any other person or persons.

ARTICLE 7

MEETINGS

7.1 Waiver of Notice. Whenever any notice whatever is required to be given by these Bylaws, the Certificate of Incorporation or any of the laws of the State of Delaware, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed equivalent to the actual required notice.

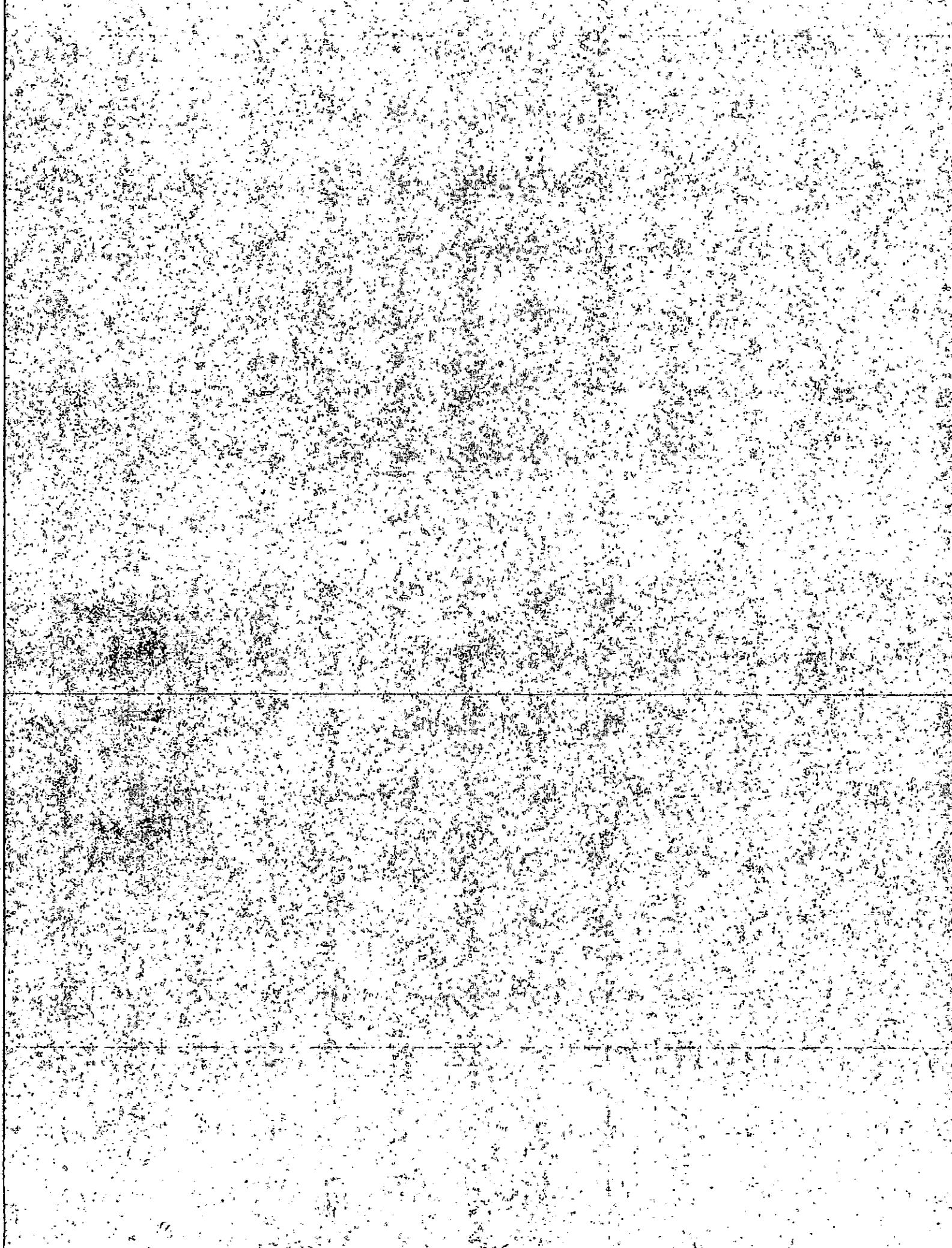
7.2 Participation by Conference Telephone. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board of Directors or of such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and communicate with each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting. The place of the meeting shall be deemed to be the place of origination of the conference telephone call or similar communication technique.

7.3 Consents. Any action of the stockholders, the Board of Directors or any committee of the Board which may be taken at a meeting thereof, may be taken without a meeting if authorized by a writing signed by all of the holders of shares who would be entitled to vote upon the action at a meeting for such purpose, by all of the directors, or by all of the members of such committee, as the case may be, provided, however, that the foregoing shall not be construed to alter or modify any provision or law of the certificate of incorporation pursuant to which the written consent of holders of less than all outstanding shares is sufficient for corporate action by stockholders.

ARTICLE 8

AMENDMENTS

8.1 Power to Amend. The Board of Directors shall have power to amend, repeal or adopt Bylaws at any regular meeting or at any special meeting called for that purpose, subject to the power of the stockholders to change or repeal such Bylaws and subject to any other limitations on such authority of the Board provided by the General Corporation Law of Delaware.



FILED

FEB 14 1990

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CERTIFICATE OF INCORPORATION
OF
KANA CORPORATION

John H.
SECRETARY OF STATE
1 PM

22220-74

ARTICLE 1 - NAME

The name of the corporation is Kana Corporation.

ARTICLE 2 - REGISTERED OFFICE AND AGENT

The registered office of the corporation is located at 32 Loeckerman Square, Suite L-100, in the City of Dover, County of Kent, Delaware, 19901. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

ARTICLE 3 - PURPOSES

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 4 - CAPITAL STOCK

*1) The aggregate number of shares the corporation has authority to issue shall be 25,000,000 shares of which 20,000,000 shares of the par value of \$.01 shall be designated as "Common Stock", 3,000,000 of the par value of \$.01 shall be designated as "Class B Common Stock" and 2,000,000 of the par value of \$.01 shall be designated as "Preferred Stock".

*2) The Board of Directors has the authority, without first obtaining approval of the stockholders of the corporation, or any class thereof:

(a) To grant rights or options to subscribe for or purchase, and issue, shares of authorized and unissued stock of the corporation of any class now or hereafter authorized, to any persons, including officers and directors of the corporation, upon such terms and conditions as the Board may deem appropriate.

(b) To make distributions to its stockholders out of its capital surplus, and to purchase its own shares out of its unreserved and unrestricted capital surplus, upon such terms as the Board may deem appropriate.

(c) To the extent permitted by the applicable laws of the State of Delaware, to guarantee or assume liability for the payment of the principal of, or dividends or interest on, or sinking fund payments in respect to, stocks, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness, or other securities or obligations of any kind by whomsoever issued; and to the extent permitted by law, to guarantee or assume liability for the performance of any other contract or obligation, made or issued by any domestic or foreign corporation, partnership, association, trustee, group, individual or entity.

(d) To establish, by resolution adopted and filed in the manner provided by law, one or more series of Class B Common Stock and to fix the powers, preferences, rights and limitations of such class or series.

(e) To establish, by resolution adopted and filed in the manner provided by law, one or more series of Preferred Stock and to fix the powers, preferences, rights and limitations of such class or series.

4.3) No holder of shares of the corporation of any class now or hereafter authorized has any preferential or preemptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale, by the corporation.

4.4) No holder of shares of the corporation of any class now or hereafter authorized shall be entitled to cumulative voting.

ARTICLE 5 - MEETINGS AND BOOKS

5.1) Meetings of the stockholders may be held outside the State of Delaware, as the Bylaws may provide. Elections of directors need not be by written ballot unless and except to the extent that the Bylaws so provide.

5.2) The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

ARTICLE 6 - INCORPORATOR

The name and mailing address of the incorporator are as follows:

Gregory G. Freitag
1100 International Centre
900 Second Avenue South
Minneapolis, Minnesota 55402

ARTICLE 7 - LIMITATION OF DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except a director shall be liable to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be so further eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of the foregoing provisions of this Article 7 by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE 8 - INDEMNIFICATION

8.1) The corporation shall indemnify, to the fullest extent authorized or permitted by law as now enacted or hereafter amended, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, his testator or intestate, is or was a director or officer of the corporation or by reason of the fact that such director or officer, at the request of the corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity.

8.2) The corporation shall, to the fullest extent authorized or permitted by law as now enacted or hereafter amended, pay the expenses incurred by persons identified in the

preceding Section 8.1 in defending such action, suit or proceeding in advance of the final disposition of the same.

8.3) The rights conferred on any person pursuant to this Article 8 shall not be exclusive of any other rights which such person may have or hereafter acquire under any statutes, other provision of the Certificate of Incorporation, Bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

8.4) The Board of Directors may authorize the purchase and maintenance of insurance for the purpose of such indemnification or other rights granted pursuant to this Article 8, against expense, liability or loss, whether or not the corporation would have the power to indemnify such persons against such expense, liability or loss under the Delaware General Corporation Law, as now enacted or hereafter amended.

ARTICLE 9 - COMPROMISE OR ARRANGEMENTS

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ARTICLE 10 - BYLAWS

The Board of Directors is expressly authorized to make and alter Bylaws of this corporation, subject to the power of the stockholders to change or repeal such Bylaws and subject to any other limitations on such authority provided by the General Corporation Law of Delaware.

ARTICLE 11 - AMENDMENT OF CERTIFICATE OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this 14th day of February, 1990.



Gregory G. Freitas

6760m

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KANA CORPORATION", CHANGING ITS NAME FROM "KANA CORPORATION" TO "ANUBIS II CORP.", FILED IN THIS OFFICE ON THE NINTH DAY OF APRIL, A.D. 1990, AT 3:30 O'CLOCK P.M.



2222074 8100
971191384

A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8507096
06-11-97

DATE:

750099061

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
KANA CORPORATION

(Pursuant to Section 242)

Kana Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That Article 1 of the Certificate of Incorporation of the corporation has been amended to read as follows:

"ARTICLE 1 - NAME

The name of the corporation is Anubis II Corp."

SECOND: That the aforesaid amendment was duly adopted by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That written notice of the taking of such corporate action without a meeting by less than unanimous written consent has been given to those stockholders who have not consented in writing.

IN WITNESS WHEREOF, Kana Corporation has caused this Certificate to be signed by its President and attested by its Secretary this 9th day of April, 1990.

KANA CORPORATION

By

Sheldon T. Fleck
Its President

Attest:

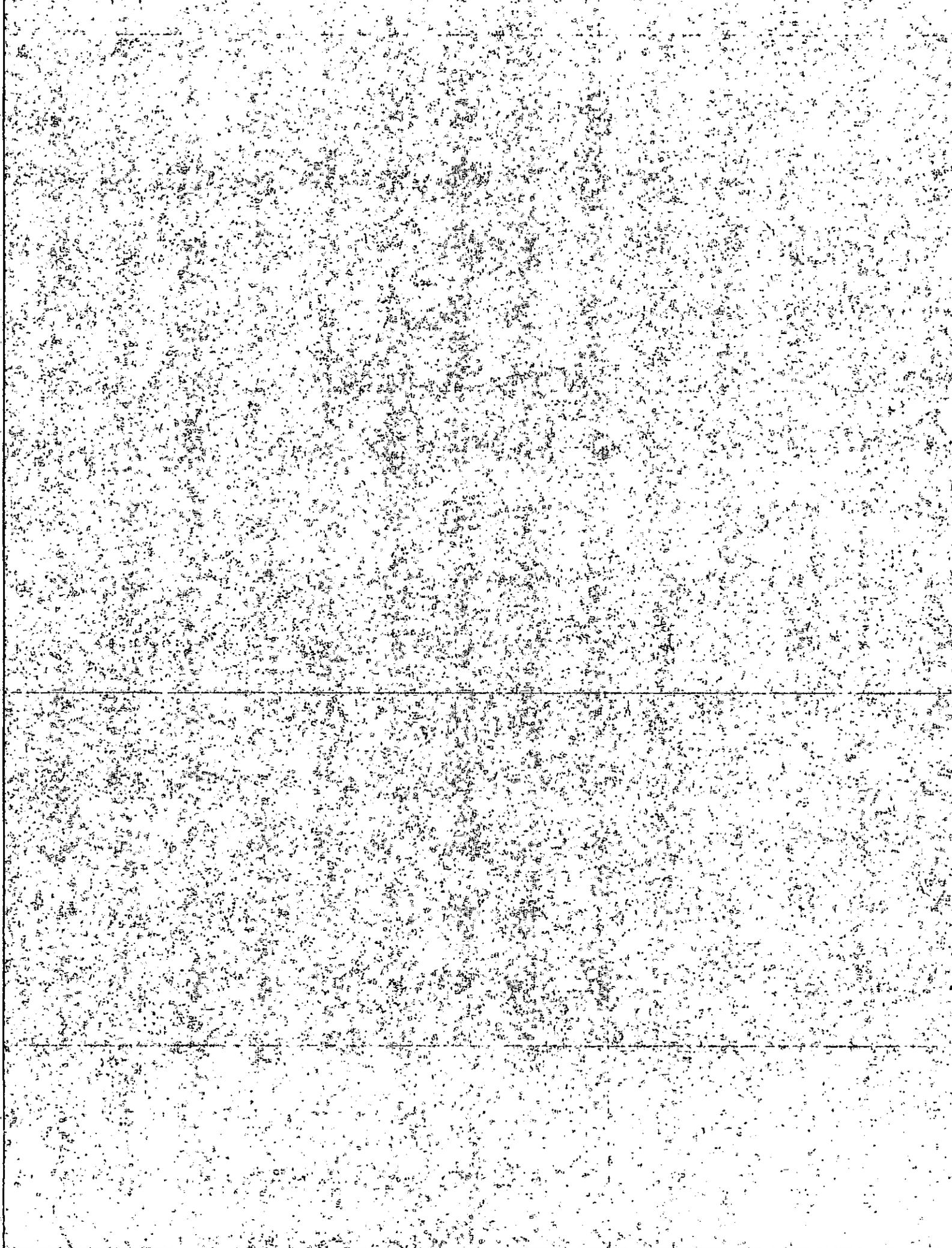
Marilyn J. Hall
Marilyn J. Hall, Secretary

FILED

APR 9 1990

Sheldon T. Fleck
SECRETARY OF STATE

3:30 PM



CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
ANUBIS II CORP.

Anubis II Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That Article 1 of the Certificate of Incorporation of the corporation has been amended to read as follows:

"ARTICLE 1 - NAME

The name of the corporation is Casino America, Inc."

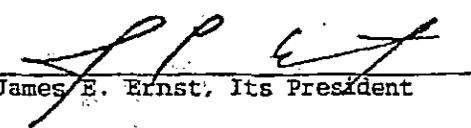
SECOND: That the Certificate of Incorporation was amended by adding thereto a new Article 12 to read as set forth on Exhibit A attached hereto.

THIRD: That the aforesaid amendments were duly adopted by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

FOURTH: That written notice of the taking of such corporate action without a meeting by less than unanimous written consent has been given to those stockholders who have not consented in writing.

IN WITNESS WHEREOF, Anubis II Corp. has caused this Certificate to be signed by its President and attested by its Secretary this 2nd day of June, 1992.

ANUBIS II CORP.


James E. Ernst, Its President

Attest:


Allan B. Solomon, Its Secretary

5805V

EXHIBIT A

ARTICLE 12 - LIMITATION ON OWNERSHIP

12.1) No person may become the Beneficial Owner of five percent (5%) or more of any class or series of the corporation's issued and outstanding Capital Stock unless such Person agrees in writing to: (i) provide to the Gaming Authorities information regarding such Person, including without limitation thereto, information regarding other gaming-related activities of such Person and financial statements, in such form, and with such updates, as may be required by any Gaming Authority; (ii) respond to written or oral questions that may be propounded by any Gaming Authority; and (iii) consent to the performance of any background investigation that may be required by any Gaming Authority, including without limitation thereto, an investigation of any criminal record of such Person.

12.2) Notwithstanding any other provisions of these Articles, but subject to the provisions of any resolution of the Board of Directors creating any series of Class B Common Stock or any class or series of Preferred Stock or any other class of stock which has a preference over Common Stock with regard to dividends or upon liquidation, outstanding shares of Capital Stock held by a Disqualified Holder shall be subject to redemption at any time by the corporation by action of the Board of Directors. The terms and conditions of such redemption shall be as follows:

(a) The redemption price of the shares to be redeemed pursuant to this Section 12.2 shall be equal to the Fair Market Value of such shares or such other redemption price as required by pertinent state or federal law pursuant to which the redemption is required.

(b) The redemption price of such shares may be paid in cash, Redemption Securities or any combination thereof.

(c) If less than all the shares held by Disqualified Holders are to be redeemed, the shares to be redeemed shall be selected in such manner as shall be determined by the Board of Directors, which may include selection first of the most recently purchased shares thereof, selection by lot, or selection in any other manner determined by the Board of Directors;

(d) At least thirty (30) days' prior written notice of the Redemption Date shall be given to the record holders of the shares selected to be redeemed (unless

waived in writing by any such holder); provided that the Redemption Date may be the date on which written notice shall be given to record holders if the cash or Redemption Securities necessary to effect the redemption shall have been deposited in trust for the benefit of such record holders and subject to immediate withdrawal by them upon surrender of the stock certificates for their shares to be redeemed.

(e) From and after the Redemption Date or such earlier date as mandated by pertinent state or federal law, any and all rights of whatever nature which may be held by the Beneficial Owners of shares selected for redemption (including without limitation any rights to vote or participate in dividends declared on stock of the same class or series as such shares) shall cease and terminate and they shall thenceforth be entitled only to receive the cash or Redemption Securities payable upon redemption.

(f) Such redemption shall be upon such other terms and conditions as the Board of Directors shall determine.

12.3) Capitalized terms used in this Article 12 shall have the meanings provided below.

"Affiliate" and "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 under the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"). The term "registrant" as used in said Rule 12b-2 shall mean the corporation.

"Beneficial Owner" shall mean any person who, singly or together with any of such person's Affiliates or Associates, directly or indirectly, has "beneficial ownership" of Capital Stock (as determined pursuant to Rule 13d-3 of the Act).

"Capital Stock" shall mean Common Stock, Class B Common Stock, Preferred Stock, or any other class or series of stock of the corporation.

"Disqualified Holder" shall mean any Beneficial Owner of shares of Capital Stock of the corporation or any of its Subsidiaries, whose holding of shares of Capital Stock, when taken together with the holding of shares of Capital Stock by any other Beneficial Holder, may in the judgment of the Board of Directors, result in (i) the disapproval, modification, or non-renewal of any contract under which the corporation or any Subsidiary has sole or shared authority to manage any gaming

operations, or (ii) the loss or non-reinstatement of any license or franchise from any governmental agency held by the corporation or any Subsidiary to conduct any portion of the business of the corporation or any Subsidiary, which license or franchise is conditioned upon some or all of the holders of Capital Stock meeting certain criteria.

"Fair Market Value" of a share of Capital Stock shall mean the average of the Closing Prices for such class or series of Capital Stock for the 45 most recent days during which shares of such class or series have been traded preceding the day on which notice of redemption shall have been given pursuant to Section 12.2(d); provided, however, that if shares of stock of such class or series are not traded on any securities exchange or in the over-the-counter market, "Fair Market Value" shall be determined by the Board of Directors in good faith; and provided, further, however, that "Fair Market Value" as to any stockholder who purchases any stock subject to redemption within 120 days prior to a Redemption Date need not (unless otherwise determined by the Board of Directors) exceed the purchase price paid for such shares. "Closing Price" on any day means the reported closing sales price or, in case no such sale takes place, the average of the reported closing bid and asked price on the composite tape for the New York Stock Exchange-listed stocks, or, if stock of the class or series in question is not quoted on such composite tape on the New York Stock Exchange, or, if such stock is not listed on such exchange, on the principal United States Securities Exchange registered under the Act on which such stock is listed, or if such stock is not listed on any such exchange, the highest closing sales price or bid quotation for such stock on the National Association of Securities Dealers, Inc. Automated Quotation System (including the National Market System) or any system then in use, or, if no such prices or quotations are available, the fair market value on the day in question as determined by the Board of Directors in good faith.

"Gaming Authorities" shall mean state gaming authorities, the National Indian Gaming Commission, and any other tribal or governmental authority regulating any form of gaming that has jurisdiction over the corporation or any Subsidiary.

"Person" shall mean any natural person, corporation, firm, partnership, association, government, governmental agency, or any other entity, whether acting in an individual, fiduciary, or any other capacity.

"Redemption Date" shall mean the date fixed by the Board of Directors for the redemption of any shares of stock of the corporation pursuant to Section 12.2.

"Redemption Securities" shall mean any debt or equity securities of the corporation, any Subsidiary or any other corporation, or any combination thereof, having such terms and conditions as shall be approved by the Board of Directors and which, together with any cash to be paid as part of the redemption price, in the opinion of any nationally recognized investment banking firm selected by the Board of Directors (which may be a firm which provides other investment banking, brokerage or other services to the corporation), has a value, at the time notice of redemption is given pursuant to Section 12.2(d), at least equal to the Fair Market Value of the shares to be redeemed pursuant to Section 12.2(d) (assuming, in the case of Redemption Securities to be publicly traded, such Redemption Securities were fully distributed and subject only to normal trading activity).

"Subsidiary" shall mean any company of which a majority of any class of equity security is beneficially owned by the corporation.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CASINO AMERICA, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1994, AT 12:45 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2222074 8100
971191384

AUTHENTICATION: 8507098
06-11-97

DATE:

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
CASINO AMERICA, INC.

Casino America, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

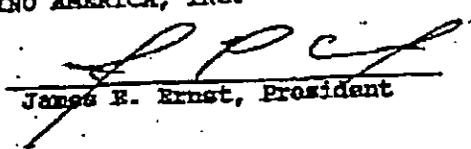
FIRST: That Section 4.1 of Article 4 of the Certificate of Incorporation of the Corporation has been amended to read as follows:

"4.1) The aggregate number of shares the corporation has authority to issue shall be 50,000,000 shares, of which 45,000,000 shares of the par value of \$.01 shall be designated as "Common Stock", 3,000,000 shares of the par value of \$.01 shall be designated as "Class B Common Stock" and 2,000,000 shares of the par value of \$.01 shall be designated as "Preferred Stock"."

SECOND: That the aforesaid amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

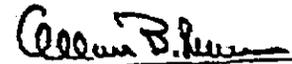
IN WITNESS WHEREOF, Casino America, Inc. has caused this certificate to be signed and attested by its duly authorized officers this 28th day of October, 1994.

CASINO AMERICA, INC.

By: 

James E. Ernst, President

Attest:


Allan B. Solomon, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:45 PM 10/28/1994
944206899 - 2222074

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DESIGNATION OF "CASINO AMERICA, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF FEBRUARY, A.D. 1997, AT 10:30 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2222074 8100
971191384

AUTHENTICATION: 8507099
06-11-97

DATE:

CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS
OF SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

of

Casino America, Inc.

Pursuant to Section 151 of the General Corporation Law
of the State of Delaware

I, Allan B. Solomon, Executive Vice President, General Counsel and Secretary of Casino America, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), in accordance with the provisions of Section 103 thereof, DOES HEREBY CERTIFY:

That pursuant to the authority conferred upon the Board of Directors of the Corporation by the Certificate of Incorporation, as amended, of the Corporation, the Board of Directors of the Corporation on February 7, 1997 adopted the following resolution creating a series of 50,000 shares of preferred stock designated as Series A Junior Participating Preferred Stock:

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation in accordance with the provisions of its Certificate of Incorporation, as amended, a series of preferred stock, par value \$.01 per share, of the Corporation (such preferred stock being herein referred to as "Preferred Stock," which term shall include any additional shares of preferred stock of the same class heretofore or hereafter authorized to be issued by the Corporation), consisting of 50,000 shares is hereby created, and the voting powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, are as follows:

Section 1. Designation and Amount. There shall be a series of Preferred Stock of the Corporation which shall be designated as "Series A Junior Participating Preferred Stock," par value \$.01 per share (hereinafter called "Series A Junior Preferred Stock"); and the number of shares constituting such series shall be 50,000. Such number of shares may be increased or decreased by resolution of the Board of Directors of the Corporation and by the filing of a certificate pursuant to the provisions of the General Corporation Law of the State of Delaware stating that such increase or reduction has been so authorized; provided, however, that no decrease shall reduce the number of shares of Series A Junior Preferred Stock to a number less than that of the shares then outstanding plus the number of shares of Series A Junior Preferred Stock issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation.

Section 2. Dividends and Distributions.

(A) Subject to the prior and superior rights of the holders of any shares of any series of Preferred Stock ranking prior and superior to the shares of Series A Junior Preferred Stock with respect to dividends, the holders of shares of Series A Junior Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation out of funds legally available for such purpose, quarterly dividends payable in cash to holders of record on the last business day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Junior Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$1.00 and (b) subject to the provision for adjustment hereinafter set forth, 1000 times the aggregate per share amount of all cash dividends, and 1000 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock (hereinafter defined) or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock, par value \$.01 per share, of the Corporation (the "Common Stock") since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Junior Preferred Stock. If the Corporation shall at any time following February 7, 1997 (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount to which holders of shares of Series A Junior Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying each such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on the Series A Junior Preferred Stock as provided in paragraph (A) above at the time it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock).

(C) No dividend or distribution (other than a dividend payable in shares of Common Stock) shall be paid or payable to the holders of shares of Common Stock unless, prior thereto, all accrued but unpaid dividends to the date of such dividend or distribution shall have been paid to the holders of shares of Series A Junior Preferred Stock.

(D) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Junior Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series A Junior Preferred Stock, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Junior Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Junior Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors of the Corporation may fix a record date for the determination of holders of shares of Series A Junior Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 30 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Junior Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each one one-thousandth of a share of Series A Junior Preferred Stock shall entitle the holder thereof to one vote on all matters submitted to a vote of the stockholders of the Corporation. If the Corporation shall at any time following February 7, 1997 (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding shares of Common Stock or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the number of votes per share to which holders of shares of Series A Junior Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided herein or by law, the holders of shares of Series A Junior Preferred Stock and the holders of shares of Common Stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(C) (i) Whenever, at any time or times, dividends payable on any share or shares of Series A Junior Preferred Stock shall be in arrears in an amount equal to at least six full quarterly dividends (whether or not declared and whether or not consecutive), the holders of record of the outstanding Preferred Stock shall have the

exclusive right, voting separately as a single class, to elect a total of two directors of the Corporation. Such two directors shall be elected initially at a special meeting of stockholders of the Corporation or at the Corporation's next annual meeting of stockholders, and subsequently at each annual meeting of stockholders, as provided below. The term of office of the two directors so elected shall end on the date of the annual meeting following such election. At elections for such directors, the holders of shares of Series A Junior Preferred Stock shall be entitled to cast one vote for each one one-thousandth of a share of Series A Junior Preferred Stock held.

(ii) Upon the vesting of such right of the holders of the Preferred Stock, the maximum authorized number of members of the Board of Directors of the Corporation shall automatically be increased by two, and the two vacancies so created shall be filled by vote of the holders of the outstanding Preferred Stock as hereinafter set forth. A special meeting of the stockholders of the Corporation then entitled to vote shall be called by the Chairman or the President or the Secretary of the Corporation, if requested in writing by the holders of record of not less than 10% of the Preferred Stock then outstanding. At such special meeting, or, if no such special meeting shall have been called, then at the next annual meeting of stockholders of the Corporation, the holders of the shares of the Preferred Stock shall elect, voting as above provided, two directors of the Corporation to fill the aforesaid vacancies created by the automatic increase in the number of members of the Board of Directors of the Corporation. The term of office of the two directors so elected shall end on the date of the annual meeting following such election. At any and all such meetings for such election, the holders of a majority of the outstanding shares of the Preferred Stock shall be necessary to constitute a quorum for such election, whether present in person or by proxy, and such two directors shall be elected by the vote of at least a plurality of shares held by such stockholders present or represented at the meeting. Any director elected by holders of shares of the Preferred Stock pursuant to this Section may be removed at any annual or special meeting, by vote of a majority of the stockholders voting as a class who elected such director, with or without cause. In case any vacancy shall occur among the directors elected by the holders of the Preferred Stock pursuant to this Section, such vacancy may be filled by the remaining director so elected, or his successor then in office, and the director so elected to fill such vacancy shall serve until the next meeting of stockholders for the election of directors. After the holders of the Preferred Stock shall have exercised their right to elect directors in any default period and during the continuance of such period, the number of directors shall not be further increased or decreased except by vote of the holders of Preferred Stock as herein provided or pursuant to the rights of any equity securities ranking senior to or pari passu with the Series A Junior Preferred Stock.

(iii) The right of the holders of the Preferred Stock, voting separately as a class, to elect two members of the Board of Directors of the Corporation as aforesaid shall continue until, and only until, such time as all arrears in dividends (whether or not declared) on the Preferred Stock shall have been paid or declared and

set apart for payment, at which time such right shall terminate, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above-mentioned. Upon any termination of the right of the holders of the shares of the Preferred Stock as a class to vote for directors as herein provided, the term of office of all directors then in office elected by the holders of Preferred Stock pursuant to this Section shall terminate immediately. Whenever the term of office of the directors elected by the holders of the Preferred Stock pursuant to this Section shall terminate and the special voting powers vested in the holders of the Preferred Stock pursuant to this Section shall have expired, the maximum number of members of the Board of Directors of the Corporation shall be such number as may be provided for in the By-laws of the Corporation irrespective of any increase made pursuant to the provisions of this Section.

(D) Except as set forth herein, holders of Series A Junior Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

Section 4. Certain Restrictions.

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Junior Preferred Stock as provided in Section 2 hereof are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Junior Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Preferred Stock;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Preferred Stock, except dividends paid ratably on the Series A Junior Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such parity stock in exchange for shares of any stock of the Corporation ranking junior (either as

to dividends or upon dissolution, liquidation or winding up) to the Series A Junior Preferred Stock; or

(iv) purchase or otherwise acquire for consideration any shares of Series A Junior Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any direct or indirect subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Junior Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

Section 6. Liquidation, Dissolution or Winding Up. (A) Upon any voluntary liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Preferred Stock unless, prior thereto, the holders of shares of Series A Junior Preferred Stock shall have received \$.01 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment (the "Series A Liquidation Preference"). Following the payment of the full amount of the Series A Liquidation Preference, no additional distributions shall be made to the holders of shares of Series A Junior Preferred Stock unless, prior thereto, the holders of shares of Common Stock shall have received an amount per share (the "Common Adjustment") equal to the quotient obtained by dividing (i) the Series A Liquidation Preference by (ii) 1000 (as appropriately adjusted as set forth in subparagraph C below to reflect such events as stock splits, stock dividends and recapitalizations with respect to the Common Stock) (such number in clause (ii), the "Adjustment Number"). Following the payment of the full amount of the Series A Liquidation Preference and the Common Adjustment in respect of all outstanding shares of Series A Junior Preferred Stock and Common Stock, respectively, holders of Series A Junior Preferred Stock and holders of shares of Common Stock shall receive their ratable and proportionate share of the remaining assets to be distributed in the ratio, on a per

share basis, of the Adjustment Number to 1 with respect to such Preferred Stock and Common Stock, on a per share basis, respectively.

(B) If, however, there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other series of Preferred Stock, if any, which rank on a parity with the Series A Junior Preferred Stock, then such remaining assets shall be distributed ratably to the holders of such parity shares in proportion to their respective liquidation preferences.

(C) If the Corporation shall at any time following February 7, 1997 (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding shares of Common Stock or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the Adjustment Number in effect immediately prior to such event shall be adjusted by multiplying such Adjustment Number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 7. Consolidation, Merger, etc. If the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of Series A Junior Preferred Stock shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 1000 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. If the Corporation shall at any time (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Junior Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 8. Redemption. The shares of Series A Junior Preferred Stock shall not be redeemable by the Corporation. The preceding sentence shall not limit the ability of the Corporation to purchase or otherwise deal in such shares of stock to the extent permitted by law.

Section 9. Ranking. The Series A Junior Preferred Stock shall rank junior to all other series of the Corporation's preferred stock (whether with or without par

value) as to the payment of dividends and the distribution of assets, unless the terms of any such series shall provide otherwise.

Section 10. Amendment. The Certificate of Incorporation of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Junior Preferred Stock so as to affect them adversely without the affirmative vote of the holders of a majority or more of the outstanding shares of Series A Junior Preferred Stock, voting separately as a class.

Section 11. Fractional Shares. Series A Junior Preferred Stock may be issued in fractions of a share which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Junior Preferred Stock.

IN WITNESS WHEREOF, Casino America, Inc. has caused this Certificate to be signed by Allan B. Solomon, its Executive Vice President, General Counsel and Secretary, this seventh day of February, 1997.

CASINO AMERICA, INC.

By: 
Name: Allan B. Solomon
Title: Executive Vice President,
General Counsel and Secretary

CERTIFICATE OF AMENDMENT
OF
CASINO AMERICA, INC.

CASINO AMERICA, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation by the unanimous written consent of its members adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of this corporation:

RESOLVED, that the Certificate of Incorporation of Casino America, Inc. be amended by changing Article FIRST thereof so that, as amended, said Article FIRST shall be and read as follows:

"FIRST: The name of the Corporation is Isle of Capri Casinos, Inc."

SECOND: That at a meeting of stockholders, the stockholders have given consent to said amendment in accordance with the provisions of Section 212 and Section 222 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 212, 222 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be executed by its authorized officer this 28th day of September, 1998.

CASINO AMERICA, INC.

By: _____

Name: Allan B. Solomon
Title: Executive Vice President
and Secretary

CERTIFICATE OF AMENDMENT
OF
CASINO AMERICA, INC.

CASINO AMERICA, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation by the unanimous written consent of its members adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of this corporation:

RESOLVED, that the Certificate of Incorporation of Casino America, Inc. be amended by changing Article FIRST thereof so that, as amended, said Article FIRST shall be and read as follows:

"FIRST: The name of the Corporation is Isle of Capri Casinos, Inc."

SECOND: That at a meeting of stockholders, the stockholders have given consent to said amendment in accordance with the provisions of Section 212 and Section 222 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 212, 222 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be executed by its authorized officer this 28th day of September, 1998.

CASINO AMERICA, INC.

By: Allan B. Solomon
Name: Allan B. Solomon
Title: Executive Vice President
and Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ISLE OF CAPRI CASINOS, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF OCTOBER, A.D. 2010, AT 12:25 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8272231

DATE: 10-06-10

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
of
ISLE OF CAPRI CASINOS, INC.

Pursuant to Sections 242 and 245 of the General Corporation Law of Delaware

Isle of Capri Casinos, Inc., a corporation organized and existing under the General Corporation Law of Delaware, does hereby certify as follows:

(1) The name of the corporation is Isle of Capri Casinos, Inc. The name under which it was originally incorporated was Kana Corporation. The date of filing of its original Certificate of Incorporation was February 14, 1990.

(2) This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the corporation and its stockholders in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of Delaware.

(3) This Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the corporation, as heretofore amended or supplemented.

(4) The text of the Certificate of Incorporation, as heretofore amended or supplemented, is amended and restated in its entirety as follows:

FIRST: The name of the corporation is Isle of Capri Casinos, Inc. (hereinafter in this Amended and Restated Certificate of Incorporation called the "Corporation").

SECOND: The registered office of the Corporation in the State of Delaware is located at 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The aggregate number of shares the Corporation has authority to issue shall be 65,000,000 shares, of which 60,000,000 shares of the par value \$.01 shall be designated as "Common Stock," 3,000,000 shares of the par value \$.01 shall be designated as "Class B Common Stock," and 2,000,000 shares of the par value \$.01 shall be designated as "Preferred Stock."

Authority is hereby expressly granted to and vested in the Board of Directors of the Corporation to provide for the issue of the Preferred Stock in one or more series and in connection therewith to fix by resolutions providing for the issue of such series the number of shares to be included in such series and the designations and such voting powers, full or limited, or no voting powers, and such of the preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of such series of the Preferred Stock, to the full extent now or hereafter permitted by the laws of the State of

Delaware. Without limiting the generality of the grant of authority contained in the preceding sentence, the Board of Directors is authorized to determine any or all of the following, and the shares of each series may vary from the shares of any other series in any or all of the following respects:

1. The number of shares of such series (which may subsequently be increased, except as otherwise provided by the resolutions of the Board of Directors providing for the issue of such series, or decreased to a number not less than the number of shares then outstanding) and the distinctive designation thereof;

2. The dividend rights, if any, of such series, the dividend preferences, if any, as between such series and any other class or series of stock, whether and the extent to which shares of such series shall be entitled to participate in dividends with shares of any other series or class of stock, whether and the extent to which dividends on such series shall be cumulative, and any limitations, restrictions or conditions on the payment of such dividends;

3. The time or times during which, the price or prices at which, and any other terms or conditions on which the shares of such series may be redeemed, if redeemable;

4. The rights of such series, and the preferences, if any, as between such series and any other class or series of stock, in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation and whether and the extent to which shares of any such series shall be entitled to participate in such event with any other class or series of stock;

5. The voting powers, if any, in addition to the voting powers prescribed by law of shares of such series, and the terms of exercise of such voting powers;

6. Whether shares of such series shall be convertible into or exchangeable for shares of any other series or class of stock, or any other securities, and the terms and conditions, if any, applicable to such rights; and

7. The terms and conditions, if any, of any purchase, retirement or sinking fund which may be provided for the shares of such series.

Authority is also hereby expressly granted to and vested in the Board of Directors of the Corporation to establish, by resolution adopted and filed in the manner provided by law, one or more series of Class B Common Stock and to fix the powers, preferences, rights and limitations of such class or series.

FIFTH: The number of directors which shall constitute the whole Board of Directors of the Corporation shall be the number from time to time fixed by the Board of Directors but in no event shall be less than five or more than fifteen.

Any vacancy on the Board of Directors, including any such vacancy that results from an increase in the number of directors, may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

SIXTH: The Board of Directors shall have such powers as are permitted by the General Corporation Law of Delaware, including without limitation and without the assent or vote of the stockholders, to make, alter, amend, change, add to, or repeal the Bylaws of the Corporation; to fix and vary the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all the property of the Corporation, or any part thereof; to determine the use and disposition of any surplus or net profits over and above the capital stock paid in; and to fix the times for the declaration and payment of dividends.

SEVENTH: To the fullest extent permitted by the General Corporation Law of Delaware or any other law of the State of Delaware as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

EIGHTH: The Corporation shall indemnify and advance expenses to each person who serves as an officer or director of the Corporation or a subsidiary of the Corporation and each person who serves or may have served at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise from any liability incurred as a result of such service to the fullest extent permitted by the General Corporation Law of Delaware as it may from time to time be amended, except with respect to an action commenced by such director or officer against the Corporation or by such director or officer as a derivative action by or in the right of the Corporation. Each person who is or was an employee or agent of the Corporation and each officer or director who commences any action against the Corporation or a derivative action by or in the right of the Corporation may be similarly indemnified and receive an advance of expenses at the discretion of the Board of Directors.

The indemnification and advancement of expenses provided by, or granted pursuant to, this Amended and Restated Certificate of Incorporation shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this Amended and Restated Certificate of Incorporation or the laws of the State of Delaware.

The indemnification and advancement of expenses provided by, or granted pursuant to, the Amended and Restated Certificate of Incorporation shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: No amendments to this Amended and Restated Certificate of Incorporation or repeal of any Article of this Amended and Restated Certificate of Incorporation shall increase the

liability or alleged liability or reduce or limit the right to indemnification of any directors, officers or employees of the Corporation for acts or omissions of such person occurring prior to such amendment or repeal.

TENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ELEVENTH:

11.1) No person may become the Beneficial Owner of five percent (5%) or more of any class or series of the Corporation's issued and outstanding Capital Stock unless such Person agrees in writing to: (i) provide to the Gaming Authorities information regarding such Person, including without limitation thereto, information regarding other gaming-related activities of such Person and financial statements, in such form, and with such updates, as may be required by any Gaming Authority; (ii) respond to written or oral questions that may be propounded by any Gaming Authority; and (iii) consent to the performance of any background investigation that may be required by any Gaming Authority, including without limitation thereto, an investigation of any criminal record of such Person.

11.2) Notwithstanding any other provisions of this Amended and Restated Certificate of Incorporation, but subject to the provisions of any resolution of the Board of Directors creating any series of Class B Common Stock or any class or series of Preferred Stock or any other class of stock which has a preference over Common Stock with regard to dividends or upon liquidation, outstanding shares of Capital Stock held by a Disqualified Holder shall be subject to redemption at any time by the Corporation by action of the Board of Directors. The terms and conditions of each redemption shall be as follows:

(a) The Redemption Price of such shares may be paid in cash, by promissory note, or both, as required by the applicable Gaming Authority and, if not so required, as the Board of Directors elects.

(b) If less than all the shares held by Disqualified Holders are to be redeemed, the shares to be redeemed shall be selected in such manner as shall be determined by the Board of Directors, which may include selection first of the most recently purchased shares thereof, selection by lot, or selection in any other manner determined by the Board of Directors.

(c) If the Board of Directors deems it necessary or advisable to redeem any shares of Capital Stock held by a Disqualified Holder, the Corporation shall give a notice of redemption to the Disqualified Holder which shall set forth the (i) Redemption Date, (ii) the number of shares of Capital Stock to be redeemed and (iii) the Redemption Price and the manner of payment therefor.

(d) From and after the Redemption Date or such earlier date as mandated by a Gaming Authority or pertinent state or federal law, any and all rights of whatever nature which may be held by the Beneficial Owners of shares selected for redemption (including any rights to vote or participate in dividends declared on stock of the same class or series as such shares) shall cease and terminate and they shall thenceforth be entitled only to receive the cash or Redemption Securities payable upon redemption.

(e) Such redemption shall be upon such other terms and conditions as the Board of Directors shall determine.

11.3) A Disqualified Holder shall indemnify and hold harmless the Corporation and its Affiliates for any and all losses, costs and expenses, including attorneys' fees, incurred by the Corporation or its Affiliates as a result of, or arising out of, such Disqualified Holder's ownership or control or failure to promptly divest itself of any shares of Capital Stock.

11.4) Capitalized terms used in this Article ELEVENTH shall have the meanings provided below.

"Affiliate" and "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 under the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"). The term "registrant" as used in said Rule 12b-2 shall mean the Corporation.

"Beneficial Owner" shall mean any Person who, singly or together with any of such person's Affiliates or Associates, directly or indirectly, has "beneficial ownership" of Capital Stock (as determined pursuant to Rule 13d-3 of the Act).

"Capital Stock" shall mean Common Stock, Class B Common Stock, Preferred Stock, or any other class or series of stock of the Corporation.

"Disqualified Holder" shall mean any Beneficial Owner of shares of Capital Stock of the Corporation or any of its Subsidiaries, whose holding of shares of Capital Stock, when taken together with the holding of shares of Capital Stock by any other Beneficial Holder, may in the judgment of the Board of Directors, result in (i) the disapproval, modification, or non-renewal of any contract under which the Corporation or any Subsidiary has sole or shared authority to manage any gaming operations, or (ii) the loss or non-reinstatement of any license or franchise from any governmental agency held by the Corporation or any Subsidiary to conduct any portion

of the business of the Corporation or any Subsidiary, which license or franchise is conditioned upon some or all of the holders of Capital Stock meeting certain criteria.

"Gaming Authorities" shall mean state gaming authorities, the National Indian Gaming Commission, and any other tribal or governmental authority regulating any form of gaming that has jurisdiction over the Corporation or any Subsidiary.

"Person" shall mean any natural person, corporation, firm, partnership, association, government, governmental agency, or any other entity, whether acting in an individual, fiduciary, or any other capacity.

"Redemption Date" shall mean the date fixed by the Board of Directors for the redemption of any shares of Capital Stock of the Corporation pursuant to Section 11.2.

"Redemption Price" shall mean the per share price for the redemption of any shares of Capital Stock to be redeemed pursuant to Section 11.2, which shall be (A) that price (if any) required to be paid by the applicable Gaming Authority or state or federal law, or (B) if no such price is required, that amount deemed reasonable by the Board of Directors (which may include, in the Corporation's discretion, the original purchase price per share of the securities to be redeemed); provided, however, that the price per share represented by the Redemption Price shall in no event be in excess of (i) the closing sales price of the securities on the national securities exchange on which such shares are then listed on the date the Redemption Notice is delivered to the Disqualified Holder by the Corporation, or (ii) if the shares are not then so listed, then the mean between the representative bid and the ask price as quoted by any other generally recognized reporting system.

"Subsidiary" shall mean any company of which a majority of any class of equity security is beneficially owned by the Corporation.

TWELFTH: Elections of directors need not be by written ballot unless and except to the extent that the Bylaws of the Corporation so provide.

THIRTEENTH: Except as otherwise may be required by law or pursuant to the rights of any series of Preferred Stock or Class B Common Stock, special meetings of stockholders may only be called by (i) the Chairman of the Board of Directors, if there be one, (ii) the Vice Chairman of the Board of Directors, if there be one, (iii) the Chief Executive Officer, if there be one, (iv) the President or (v) the Board of Directors, and no special meeting of stockholders may be called by any other person or persons.

FOURTEENTH: The Corporation hereby reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by the General Corporation Law of Delaware and all rights conferred on stockholders herein granted are subject to this reservation.

IN WITNESS WHEREOF, Isle of Capri Casinos, Inc. has caused this Amended and Restated Certificate of Incorporation to be executed on its behalf this 6th day of October, 2010.

ISLE OF CAPRI CASINOS, INC.

By: /s/ Edmund L. Quatmann, Jr.

Name: Edmund L. Quatmann, Jr.

Its: Senior Vice President, General Counsel and Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ISLE OF CAPRI CASINOS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF APRIL, A.D. 2011, AT 12:41 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8681184

DATE: 04-08-11

**CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
ISLE OF CAPRI CASINOS, INC.**

Isle of Capri Casinos, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation adopted resolutions proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of the Corporation:

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended so that the following Article FIFTEENTH be added immediately after the existing Article FOURTEENTH:

"FIFTEENTH:

15.1) Special Vote Requirement

(a) The affirmative vote or consent of the holders of at least two-thirds of the voting power of the Corporation, voting as a single class, shall be required for (i) the adoption of any agreement providing for the merger or consolidation of the Corporation with or into any other corporation or entity, or similar transaction in which the shares of stock of the Corporation are exchanged for or changed into other stock or securities, cash and/or other property, (ii) the adoption of any agreement providing for the sale or lease of all or substantially all of the assets or property of the Corporation and its subsidiaries, (taken as a whole), (iii) spin-off, split-up or extraordinary dividend to stockholders and (iv) the liquidation, dissolution or winding up of the Corporation. Such affirmative vote or consent shall be in addition to the votes or consents of the holders of stock of the Corporation otherwise required by law or any agreement between the Corporation and any national securities exchange.

(b) This Section 15.1, and the terms and conditions contained herein, shall, without any action of any person or entity, automatically expire and be null and void and of no further effect upon the first to occur of (i) the Goldstein Family Group (as defined below) ceasing to hold Common Stock of the Corporation representing at least 22.5% of the Corporation's outstanding Common Stock, not including any shares of Class B Common Stock or shares of Common Stock issued upon conversion of any Preferred Stock and (ii) the tenth anniversary of the Article 15 Effective Time (as defined below) (the time at which the first of the matters set forth in the foregoing clauses (i) and (ii) occurs is referred to herein as the "Supermajority Expiration Time").

(c) For purposes of this Amended and Restated Certificate of Incorporation, "Goldstein Family Group" means, collectively, (i) Jeffrey D. Goldstein, (ii) Richard A. Goldstein, (iii) Robert S. Goldstein, (iv) GFIL Holdings, LLC, a Delaware limited liability company, (v) the spouse, child (including any person legally adopted before the age of five), or grandchild of any of Bernard Goldstein, Jeffrey D. Goldstein, Robert S. Goldstein and/or Richard A. Goldstein, and (vi) any entity in which all of the equity interests in and all of the beneficial interests of which are owned by a person or entity described in subparagraphs (i) through (v) above.

(d) From the Article 15 Effective Time until the Supermajority Expiration Time, the Corporation shall not amend, modify or repeal this Section 15.1 unless such amendment, modification or repeal is approved by the affirmative vote or consent of the holders of at least two-thirds of the voting power of the Corporation, voting as a single class.

15.2) Classes of Directors

(a) The Board of Directors of the Corporation shall be divided into three classes, designated Class I, Class II and Class III. Each class of directors shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors of the Corporation. The Board of Directors is hereby authorized to assign members of the Board of Directors already in office to such classes effective upon the filing with the Secretary of State of the Certificate of Amendment to this Amended and Restated Certificate of Incorporation that provides for the inclusion of this Article 15 in this Amended and Restated Certificate of Incorporation (the "Article 15 Effective Time"); provided, that each of Jeffrey D. Goldstein, Robert S. Goldstein and Richard A. Goldstein shall be in separate classes. The terms of the initial Class I directors shall expire at the first annual meeting of stockholders to be held after the Article 15 Effective Time; the terms of the initial Class II directors shall expire at the second annual meeting of stockholders to be held after the Article 15 Effective Time; and the terms of the initial Class III directors shall expire at the third annual meeting of stockholders to be held after the Article 15 Effective Time.

(b) At each annual meeting of stockholders, successors to the class of directors whose terms expire at that annual meeting shall be elected for a three-year term.

(c) A director shall hold office until the annual meeting of stockholders for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

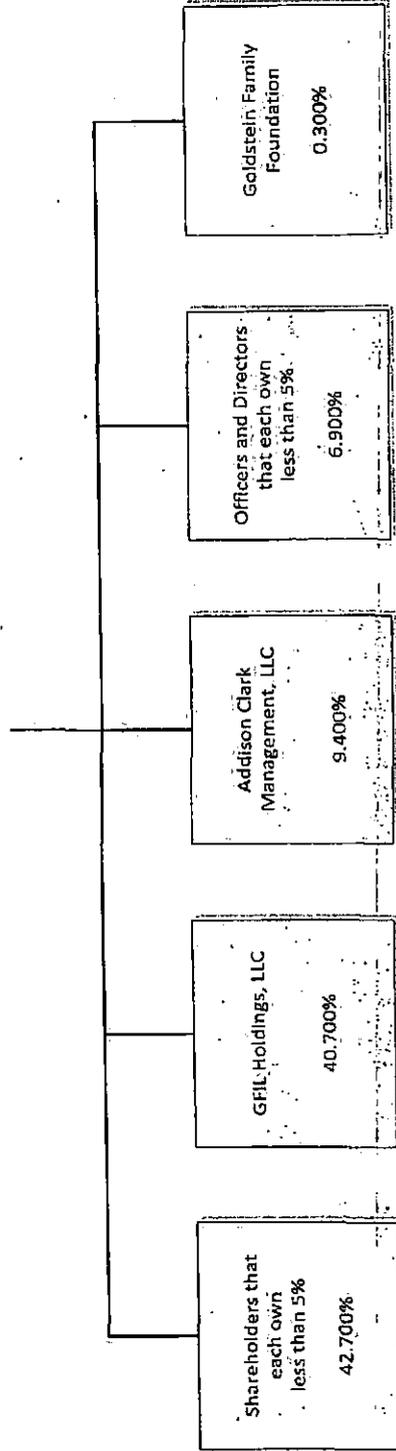
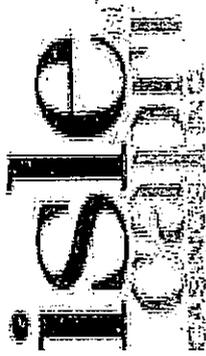
APPENDIX 18

CURRENT OWNERSHIP TABLE OF ORGANIZATION.

Please see the attached ownership table for Isle of Capri Casinos, Inc.

APPENDIX 18

CURRENT OWNERSHIP TABLE OF ORGANIZATION.



APPENDIX 22

DESCRIBE CRIMINAL HISTORY OF APPLICANT. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN SCHEDULE 23. NARRATIVE INFORMATION ABOUT THE NATURE OF CHARGE OR COMPLAINT AND THE DISPOSITION MUST BE PROVIDED.

None for Isle of Capri Casinos, Inc.

APPENDIX 23

PURSUANT TO §1312 OF THE GAMING ACT, THE BOARD MAY NOT APPROVE AN APPLICATION FOR LICENSURE IF ANY OF ITS PRINCIPALS DO NOT MEET THE CHARACTER REQUIREMENTS OF §1310, ELIGIBILITY REQUIREMENTS, OR PURCHASES A CONTROLLING INTEREST IN A LICENSED GAMING ENTITY IN VIOLATION OF §1328.

HAS THE APPLICANT DIVESTED ALL INTERESTS THAT WOULD PROHIBIT LICENSURE AND ELIMINATED ANY PRINCIPAL WHO DOES NOT MEET THE CHARACTER OF ELIGIBILITY REQUIREMENTS? IF NOT, PROVIDE AN EXPLANATION. IF IT DOES NOT APPLY, WRITE DOES NOT APPLY IN RESPONSE TO THIS APPENDIX.

Does not apply

APPENDIX 24

PURSUANT TO §1330 OF THE GAMING ACT, NO LICENSEE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY MAY POSSESS AN OWNERSHIP OR FINANCIAL INTEREST THAT IS GREATER THAN 33.3% OF ANOTHER SLOT MACHINE LICENSEE OR PERSON ELIGIBLE TO APPLY FOR A CATEGORY 1 LICENSE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY.

DOES THE APPLICANT POSSESS AN OWNERSHIP OR FINANCIAL INTEREST THAT IS GREATER THAN 33.3% OF ANOTHER SLOT MACHINE LICENSEE OR PERSON ELIGIBLE TO APPLY FOR A CATEGORY 1 LICENSE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY? PROVIDE AN EXPLANATION OR WRITE "DOES NOT APPLY".

Does not apply

APPENDIX 28

PROVIDE A LIST OF ANY HOSPITAL, PLACE OF WORSHIP, SCHOOL, CHARITABLE INSTITUTION, PARK, ZOO OR ANY SIMILAR PLACE FREQUENTED BY THE PUBLIC WITHIN 1500 FEET OF THE PROPOSED FACILITY.

Does not apply to Isle of Capri Casinos, Inc.

APPENDIX 31

PROVIDE COPIES OF LOCAL ZONING AND LAND USE APPROVALS OR A DETAILED EXPLANATION OF THE STATUS OF THE REQUEST WITH COPIES OF ALL FILINGS.

Does not apply to Isle of Capri Casinos, Inc.

APPENDIX 34

PROVIDE A LOCAL IMPACT REPORT, ENGINEERING REPORTS AND TRAFFIC STUDIES, INCLUDING DETAILS OF ANY ADVERSE IMPACT ON TRANSPORTATION, TRANSIT ACCESS, HOUSING, WATER AND SEWER SYSTEMS, LOCAL POLICE AND EMERGENCY SERVICE CAPABILITIES, EXISTING TOURISM, INCLUDING HISTORICAL AND CULTURAL RESOURCES OR OTHER MUNICIPAL SERVICE OR RESOURCE. A COPY OF THE LOCAL IMPACT REPORT SHALL BE PROVIDED TO EACH POLITICAL SUBDIVISION IN WHICH THE LICENSED FACILITY WILL BE LOCATED AT LEAST SEVEN (7) DAYS PRIOR TO THE FILING OF THE APPLICATION FOR A SLOT MACHINE LICENSE. THE APPLICANT SHALL FILE A PROOF OF SERVICE WITH THE BOARD.

Does not apply to Isle of Capri Casinos, Inc.

APPENDIX 36

PROVIDE DETAILS OF A COMPULSIVE OR PROBLEM GAMBLING PLAN.

Please see the attached Responsible Gaming Policy.



SOP TITLE:	Responsible Gaming
SOP EFFECTIVE DATE:	2/1/11
REVISION #	0
REVISION #	
REVISION DESCRIPTION	
REVISION #	
REVISION DESCRIPTION	

Definitions

Revision #	The first approved version of an SOP is always revision "0". Substantive revisions to an SOP increase the revision number by an integer. Revision 3 would indicate that an SOP has been revised substantially three times after its original version.

Policy: Isle of Capri Casinos, Inc. is committed to promoting responsible gaming as an integral part of our day-to-day operations. This commitment includes, but is not limited to, training our employees to recognize the signs of compulsive gambling, underage gambling and/or alcohol abuse, and to take appropriate steps to address any such behavior.

Scope: This policy applies to all properties owned and/or operated by Isle of Capri Casinos, Inc. This policy is considered the MINIMUM standard. Any and all local or state laws or regulations shall supersede this document when applicable.

A. Training and Awareness

1. All new employees will receive training on all areas of responsible gaming as part of their individual orientation program.
2. All properties will conduct employee training at least annually in all areas of responsible gaming (compulsive, underage and alcohol awareness).
3. Training records will be maintained by the Human Resources Department at the property level.
4. All properties will make available brochures describing responsible gaming and where to find assistance. Copies of these brochures shall be available to all employees and guests.
5. All properties will post responsible gaming awareness signage bearing a toll-free help-line number at various locations viewable by both employees and guests.

B. Promoting Responsible Gaming

1. All jurisdiction-specific rules and regulations regarding the promotion of responsible gaming will supersede this policy.
2. All properties will make available brochures describing compulsive gambling and where to find assistance. At a minimum, literature shall be available and visible in gaming areas and at ATMs.
3. All properties will make available on all web sites information describing responsible gaming and where to find assistance.
4. All properties will display in gaming areas and at ATMs signage that can be easily read bearing a toll-free help-line number.

5. All properties will make available to patrons and employees information generally explaining the probabilities of winning or losing at the various games offered by the casino.
6. All properties will provide opportunities for patrons to request that they not be sent promotional mailings.
7. All properties will provide procedures to prevent self-excluded persons from receiving any advertisement, promotion, or other targeted mailing after 90 days of receiving notice of Self-exclusion as well as for revocation of their privileges for specific casino services such as:
 - Casino-issued markers;
 - Player club/card privileges; and
 - On-site check cashing.
8. Individuals may voluntarily exclude themselves from all gaming at our casinos. This voluntary exclusion applies company-wide, i.e., individuals who voluntarily exclude themselves from an Isle of Capri property will be excluded from ALL Isle of Capri properties. Any such exclusion will be considered a LIFE TIME BAN. Such exclusion will apply not only to the gaming floor but to the related amenities available outside the gaming floor at company facilities.
9. All properties reserve the right to exclude a patron from gaming without a request from the patron. This includes but is not limited to patrons who have not specifically excluded at one of our properties, but have self-excluded through a local state office or local gaming association.

C. Preventing Underage Gambling and Unattended Minors in Casinos

1. All properties will communicate the legal age to gamble through appropriate signage and/or brochures. Underage patrons shall not be allowed to linger/loiter in gaming areas. If the jurisdiction allows minors to cross a gaming area en route to a non-gaming area, the property must have a clear escort policy.
2. All properties will follow local laws regarding unattended minors in non-gaming areas.

D. Serving Alcoholic Beverages Responsibly

1. All properties will observe a responsible beverage service policy including the following elements:
 - Not knowingly serving alcoholic beverages to a minor, including requiring government-issued photo identification from any patron visually appearing to be less than thirty (30) years of age;
 - Not knowingly serving alcoholic beverages to a visibly intoxicated patron; and
 - Making a diligent effort not to permit gaming by a visibly intoxicated patron.
2. All properties will ensure proper training or certification of employees, whose job duties involve direct patron interaction, on responsible beverage service. If an outside program is used for such training, then refresher training can be based on that program's guidelines.

E. Responsible Advertising

1. All advertising and marketing will:
 - Contain a responsible gaming message and/or a toll-free help-line number where practical or as required by jurisdiction-specific law or regulation; and
 - Strictly comply with all state and federal standards to make no false or misleading claims.

F. Oversight and Review

1. The Internal Audit Department, on an annual basis, will conduct a review of each property to determine compliance with this policy. As part of this review, the property will be tested on any applicable jurisdiction-specific law or regulation pertaining to any area of responsible gaming.

G. Forms

1. The following forms are to be used when an equivalent form is not provided by the local gaming jurisdiction or local gaming association. Properties that use the following forms should use the appropriate logo and toll-free phone number, as applicable, prior to use.

2. The person requesting self-limitation, self-exclusion or reinstatement shall do so at the property. If the situation warrants, and the patron is unable to come to the property, forms will be accepted via mail and must be properly notarized.

CUSTOMER'S REQUEST TO SELF-RESTRICT SERVICES

(Please Print)

Full Name: _____

Aliases or Nickname Used: _____

Mailing Address _____

Date of Birth _____ Telephone Number _____

Drivers License Number: _____ State _____

Club Account Number: _____

Social Security Number _____

I, _____, request that all Isle of Capri Casinos, Inc. casinos/hotels (the "Properties"):

Initial:

- 1. Deactivate my club membership account (s). I understand that my name will be removed from player recognition programs and no further points, rewards, or benefits may be accumulated or redeemed. I further understand that any and all contact from Isle of Capri representatives related to any advertisement, promotion, or other targeted mailing will cease after 90 days of receiving notice of Self-exclusion.
- 2. Remove my name from all direct mail and promotional lists..
- 3. Deny me check cashing privileges.
- 4. Deny me promotional allowances ("Comps").
- 5. Deny me credit.
- 6. Deny me access to the gaming floor.

I understand that the Properties will take reasonable measures to comply with my requests, but they are not undertaking any legal responsibility to deny the services to me. With exception of direct mail and promotional material, I understand that the responsibility to limit my access to the services/privileges is

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mine alone. I will not request that the Properties grant me any of the services/privileges I have initiated above.

In consideration of the Properties' efforts to implement my self-restriction, I hereby agree to defend, indemnify and hold harmless Isle of Capri Casinos, Inc., its partners, agents, employees, officers, affiliates, directors, subsidiary and parent companies, successors, and assigns ("Indemnified Parties") to the fullest extent permitted by the law, from and against any and all claims of any kind, including reasonable attorney's fees and costs, in defending any of the above, arising from, resulting from, in connection with, or on account of the performance or non-performance or negligent performance of the self-restriction contemplated herein or on account of any related action.

I, for myself, my heirs, executors, administrators, successors, and assigns, hereby release and forever discharge the Indemnified Parties from any and all claims that I now have, or may have in the future, against any or all Indemnified Parties arising out of, or by reason of, the performance or non-performance or negligent performance of the self-restriction or any other matter relating thereto.

I am bound by this Release, as is anyone who succeeds to my interests and rights. This Release is made to the Indemnified Parties and all who succeed to the Indemnified Parties' rights and responsibilities.

Requests To Self-Restrict Services can be mailed to the Compliance Department, in which case the form must be notarized. If completed on property, the request may be witnessed by and returned to casino Management.

I have been advised that if, despite this request, I receive check cashing or credit privileges after the effective date of this self-limitation, or if I have questions concerning this policy, I should immediately contact the Compliance Department within ten (10) days. I also have been advised that any requested stoppage of direct mail **may not be implemented for up to ninety (90) days after the effective date** of this request, and that I should notify the Compliance Department of any direct mail I receive after those ninety (90) days have passed.

Signature: _____

Witness: _____

On this ____ day of _____, 20____, the above mentioned personally appeared and proved to me, on the basis of satisfactory evidence, to be the person whose name is referenced above and acknowledged that he/she freely executed this document.

State of: _____ County/Parish of: _____

Signature & official seal of : _____
Notary Public

VP/General Manager: _____

Compliance Officer: _____

I have voluntarily requested that all Isle of Capri Casinos, Inc. casinos/hotels ("the Properties") exclude me from gaming services on their premises. My request for self-exclusion will be a **LIFE TIME BAN** from the date of execution, and applies to **ALL** of the Properties. The Properties are pleased to take steps to accommodate your request however, the Properties are not undertaking any legal obligation to deny those services to me. The responsibility to refrain from gaming at the Properties is mine. If I am found to be on the gaming floor any of the Properties while this document is in effect I may be evicted as a trespasser and the Properties may assert any legal rights (both criminal and civil) against me as a trespasser. If I manage to gain access to the gaming floor of any of the Properties while this document is in effect, by signing below, I hereby acknowledge my status as a trespasser and I hereby agree not to assert and to waive any claims against the Properties which may be related, in any way, to my presence on the property.

Signature: _____

Date: _____

Acknowledgment (required if returned by mail)

I certify that on the _____ day of _____, personally came before me and acknowledged under oath, to my satisfaction, that he/she is named in and personally signed this document, and he/she signed, sealed, and delivered this document as his/her voluntary act and deed.

State of: _____

County/Parish of: _____

(Notary Public)

(Affix Seal Here)

Winners know when to quit!
Gambling Problem? Call: 1-877-770-STOP
And/Or State Approved Toll Free Number
1-800-THE ISLE

APPENDIX 38

AS REQUIRED BY §1325 OF THE GAMING ACT, APPLICANT MUST ADDRESS EACH ITEM LISTED IN THIS SECTION. IF AN ITEM DOES NOT APPLY, THE APPLICANT MUST STATE THAT IN RESPONSE TO EACH ITEM LISTED. PROVIDE A PLAN, WITH DETAILS, FOR THE FOLLOWING:

(1) THE LOCATION AND QUALITY OF THE PROPOSED FACILITY, INCLUDING, BUT NOT LIMITED TO, ROAD AND TRANSIT ACCESS, PARKING AND CENTRALITY TO MARKET SERVICE AREA;

Does not apply to Isle of Capri Casinos, Inc.

(2) THE POTENTIAL FOR NEW JOB CREATION AND ECONOMIC DEVELOPMENT WHICH WILL RESULT FROM GRANTING A LICENSE TO THE APPLICANT;

Does not apply to Isle of Capri Casinos, Inc.

(3) THE APPLICANT'S GOOD FAITH PLAN TO RECRUIT, TRAIN AND UPGRADE DIVERSITY IN ALL EMPLOYMENT CLASSIFICATIONS IN THE FACILITY;

Please refer to Appendix 38(3) in the Category 2 application completed on behalf of Isle Philadelphia Manager, LLC for the response to this question.

(4) THE APPLICANT'S GOOD FAITH PLAN FOR ENHANCING THE REPRESENTATION OF DIVERSE GROUPS IN THE OPERATION OF ITS FACILITY THROUGH THE OWNERSHIP AND OPERATION OF BUSINESS ENTERPRISES ASSOCIATED WITH OR UTILIZED BY ITS FACILITY OR THROUGH THE PROVISION OF GOODS OR SERVICES UTILIZED BY ITS FACILITY AND THROUGH THE PARTICIPATION IN THE OWNERSHIP OF THE APPLICANT. PROVIDE SPECIFIC INFORMATION REGARDING THE DIVERSITY IN OWNERSHIP OF THE APPLICANT, I.E. MINORITIES, WOMEN;

Please refer to Appendix 38(4) in the Category 2 application completed on behalf of Isle Philadelphia Manager, LLC for the response to this question.

(5) THE APPLICANT'S GOOD FAITH EFFORT TO ASSURE THAT ALL PERSONS ARE ACCORDED EQUALITY OF OPPORTUNITY IN EMPLOYMENT AND CONTRACTING BY IT AND ANY CONTRACTORS, SUBCONTRACTORS, ASSIGNEES, LESSEES, AGENTS, VENDORS AND SUPPLIERS IT MAY EMPLOY DIRECTLY OR INDIRECTLY;

Please see the attached pages for the response to Appendix 38 (5).

(6) THE HISTORY AND SUCCESS OF THE APPLICANT IN DEVELOPING TOURISM FACILITIES ANCILLARY TO GAMING DEVELOPMENT, IF APPLICABLE TO THE APPLICANT;

Please see the attached pages for the response to Appendix 38 (6).

(7) THE DEGREE TO WHICH THE APPLICANT PRESENTS A PLAN FOR THE PROJECT WHICH WILL LIKELY LEAD TO THE CREATION OF QUALITY, LIVING-WAGE JOBS AND FULL-TIME PERMANENT JOBS FOR RESIDENTS OF THIS COMMONWEALTH GENERALLY AND FOR RESIDENTS OF THE HOST POLITICAL SUBDIVISION IN PARTICULAR;

Does not apply to Isle of Capri Casinos, Inc.

(8) THE RECORD OF THE APPLICANT AND ITS DEVELOPER IN MEETING COMMITMENTS TO LOCAL AGENCIES, COMMUNITY-BASED ORGANIZATIONS AND EMPLOYEES IN OTHER LOCATIONS;

Please see the following pages for the response to Appendix 38 (8):

Appendix 38 (5)

(5) THE APPLICANT'S GOOD FAITH EFFORT TO ASSURE THAT, ALL PERSONS ARE ACCORDED EQUALITY OF OPPORTUNITY IN EMPLOYMENT AND CONTRACTING BY IT AND ANY CONTRACTORS, SUBCONTRACTORS, ASSIGNEES, LESSEES, AGENTS, VENDORS AND SUPPLIERS IT MAY EMPLOY DIRECTLY OR INDIRECTLY;

WORKFORCE DIVERSITY.

The Isle is an equal employment opportunity employer committed to the belief that diversity in its work force is essential to its current and future success. Everyone brings something different and of value to the table. The Company is committed to equal employment opportunity for all persons without regard to race, creed, color, religion, gender, age, sexual preference, disability, national origin, veteran or military status, marital status, membership or activity in any local commission, citizenship status, status with regard to public assistance or any other protected classification under applicable federal, state or local law. The policy applies, but is not limited to, recruitment, advertising, hiring, job assignment, promotion, compensation, benefits, training, transfer, layoff, return from layoff, reclassification, termination, demotion, and Company-sponsored education, social and recreational program.

Title: DIVERSITY MANAGEMENT POLICY

Policy: The Isle of Capri Casinos, Inc. and all subsidiaries is an equal employment opportunity employer. We are committed to the belief that diversity in our work force is essential to our current and future success.

The Company has an equally strong policy and commitment to minority and women-owned business development, through the use of minority and women vendors, suppliers, service trades, and construction contractors.

The Company's policy will also incorporate all of the protections and actions outlined in the Americans with Disabilities Act (ADA), which was signed into law in July 1990.

The Law is divided into four major titles that prohibit discrimination against disabled individuals in employment. Employers may not discriminate against a person with a disability in hiring or promotion if the person is otherwise qualified for the job.

Employers must provide "reasonable accommodation" to persons with disabilities, including such steps as job restructuring and modification of equipment and workstations.

Purpose: To comply with Title VII of the Civil Rights Act of 1964 and all other local, state, and federal laws and regulations pertaining to equal employment opportunity as well as subsequent guidelines established by the Equal Employment Opportunity Commission.

To take affirmative action through programs, processes, and activities to insure our employment statistical demographics meet and/or exceed the employment availability demographics at all levels of employment of the communities we conduct business and employ people.

To establish and develop a commitment to ensuring the growth and development of minority and female-owned businesses, each property and management team will have strong results oriented goals for the use of minority and female vendors, suppliers, services, trade, and construction contractors.

Scope: The Company's policy provides equal employment opportunity for all persons without regard to race, creed, color, religion, gender, age, affectional preference, disability, national origin, veteran status, marital status, disability related to childbirth or pregnancy, membership or activity in any local commission, citizenship status or status with regard to public assistance. This policy applies to, but is not limited to, recruitment, recruitment advertising, hiring, job assignment, promotion, compensation, benefits, training, transfer, layoff, return from layoff, reclassification, termination, demotion and company sponsored education, social and recreational programs.

1.0 OVERVIEW

The overall responsibility for equal opportunity in employment, training, compensation, promotion, transfers, terminations, hiring, layoffs, purchasing, and all other areas of business is that of all officers of the company.

2.0 COMMUNICATION OF THE POLICY

The Department of Labor/Equal Employment Opportunity Commission notice/poster will be posted on all premises where interviewing and hiring takes place. The Company will publish the Corporate policy statement on Equal Employment Opportunity in all employee handbooks. The policy will also be posted on bulletin boards at all properties.

3.0 RECRUITMENT AND SELECTION

The Company will:

- Give fair and equal consideration to applicants in all qualifying interviews and tests. Minority or female applicants shall not be required to possess qualifications for any position more exacting than those required of incumbents unless the nature of the position has changed for good business reasons.
- Include in all internal and external employment advertising the statement: "Equal Opportunity Employer" and exclude any reference to race, color, creed, disability, religion, sex, age, or national origin.
- Distribute information on all appropriate job openings to area agencies, which can assist with dissemination of the information to minority and female potential applicants.

4.0 PROMOTIONS, LAYOFFS, TRANSFERS, DEMOTIONS

The Director of Human Resources at each property and the Sr. Vice-President of Human Resources will be the focal points for guidance and compliance including the following assurance:

Minority and female employees are included in any inventory or pool of employees who are qualified for management, technical, administrative or supervisor positions and to insure the same employees are given consideration equal to that of all applicants.

Decisions concerning employee demotions, layoffs, and terminations shall be reviewed periodically to assure they are based on factors other than race, color, religion, sex, age, gender, disability or national origin.

5.0 COMPENSATION AND BENEFITS

All compensation and benefits programs and practice will be applied to employees in relationship to their jobs classification or grade without any concerns for race, creed, color, age, gender, affectional preference, disability, veterans status, marital status, disability related to pregnancy or childbirth, citizenship status, membership or activity in local commissions, status with regard to public assistance or national origin.

Conduct review and assessments of training and educational needs of all employees to increase and upgrade their skill levels to enhance their employability.

6.0 FACILITIES

All properties are required to maintain physical facilities (restrooms, lounges, rest areas, etc.) that are handicap accessible and provide for employees of both sexes. All work areas, lunchrooms, restrooms, recreational and/or social facilities will be maintained on a non-segregated basis.

7.0

DOCUMENTATION & RECORD KEEPING

1. The Corporate Director of Human Resources is charged with completing the EEOC Form 100 Report and is responsible for coordinating, consolidating and filing the report annually.
2. A file on all affirmative actions taken by the property should be taken and maintained by the Human Resources Department. This file would/should include a record of both written and verbal contacts made with minority and female organizations, schools, colleges, agencies and other applicant sources.
3. Copies of employment advertisements and business solicitation advertisements should be maintained for 3 years.
4. Each manager with hiring, promotional and/or budgeting responsibilities for goods and services will rate on their annual review as to goal accomplishment.
5. The Vice-President of Human Resources, House Counsel, General Counsel, Property Director of Human Resources and selected outside counsel are responsible for the Company's position with regard to any formal charges of discrimination filed through any government agency. Property Directors of Human Resources are responsible for notification and reporting any and all such charges to the Vice-President of Human Resources.

8.0

Minority and Female-Owned Business Development

1. The Company has an objective to include minority and female-owned businesses in every aspect of vendor, suppliers, services, trades, and construction contracts, which are available to bidders for conducting business with Isle of Capri Casinos Inc.
2. Specific financial penetration and percentage goals will be set at the local level. This could be as a result of state or local government agreements or goals set by local management which ever is greater.
3. Consideration should be given to minority and female-owned companies when bids are equal or within 5% of low bid. The final decision on this variance is that of the General Manager, keeping in mind the Company commitment and goals for minority and female-owned business development.

Appendix 38(6)

As required by §1325 of the Gaming Act, provide a plan, with details, for the following:

1. The history and success of the Applicant in developing tourism facilities ancillary to gaming development, if applicable to Applicant

Isle of Capri® Casinos, Inc. has a long history of developing and operating tourism facilities ancillary to gaming development. The company currently owns 15 properties in six states. In addition to its casino floors, the company owns and operates more than 2,400 hotel rooms, more than 40 food and beverage outlets, as well as a variety of entertainment, retail, convention and special events venues. The Isle of Capri portfolio has a diverse array of non-gaming offerings, built specifically to create a vibrant environment that attracts tourists and drives repeat visitation. Isle operates properties in many different towns and cities and has built each property in its portfolio to reflect the needs of that community. A few examples are highlighted below:



UNIQUE FOOD & BEVERAGE CONCEPTS

Isle operates more than 40 food and beverage venues across its portfolio. In conducting extensive research of its existing and potential customers of Isle's properties, customers have indicated that unique food and beverage concepts drive incremental visitation. One of the first questions a tourist or visitor asks of the concierge at a hotel is "where can I get a good meal?" Visitors are tired of the same old chain food concepts they can find at home, and when they travel they often seek out unique dining experiences.

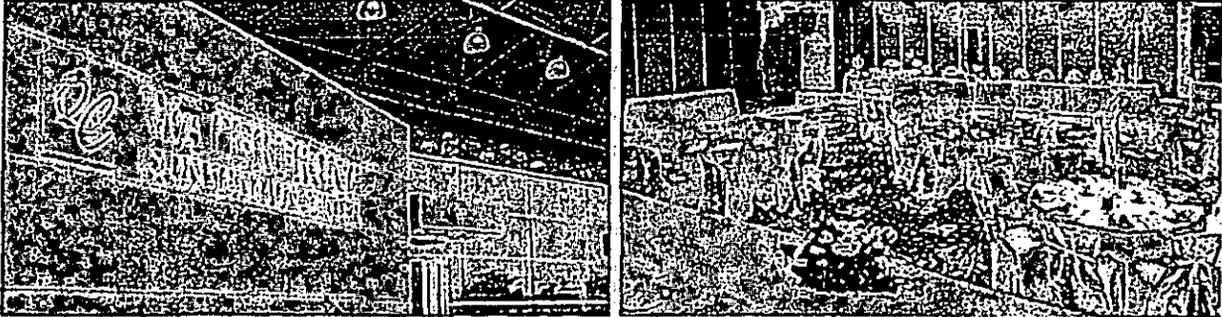
Isle has developed several proprietary restaurant concepts that have become a visitor draw in and of themselves. In 2009, Isle introduced a new restaurant brand to its portfolio—Otis & Henry's® Bar and Grill. This casual mid-priced restaurant was designed to attract visitors to its facilities with food and beverage options at a lower price point than the company's higher end food concepts. The goal of Otis & Henry's is to combine the comfort of a neighborhood bar and grill with delicious regional favorites you'd cook at home.

That same year, the company introduced The Lone Wolf® bar, which focuses on great food, cold drinks and free, live locally-based entertainment.

In 2011, drawing on the location of several of the company's properties in the breadbasket of America, the company introduced Farmer's Pick Buffet®. Isle updated tired, existing buffet concepts with a "farm-to-table" menu that features foods sourced from local purveyors and farmers, and cooked in small batches to ensure the freshest meal. Across the country many high-end restaurants tout their farm-to-table concept, but Isle is one of the first companies to create this type of product at a more modest price point and the ONLY one to apply it to the typically mass produced buffet experience. The farmers that Isle buys goods from are featured in creative merchandising and advertising, providing visitors with a personal connection to their community.

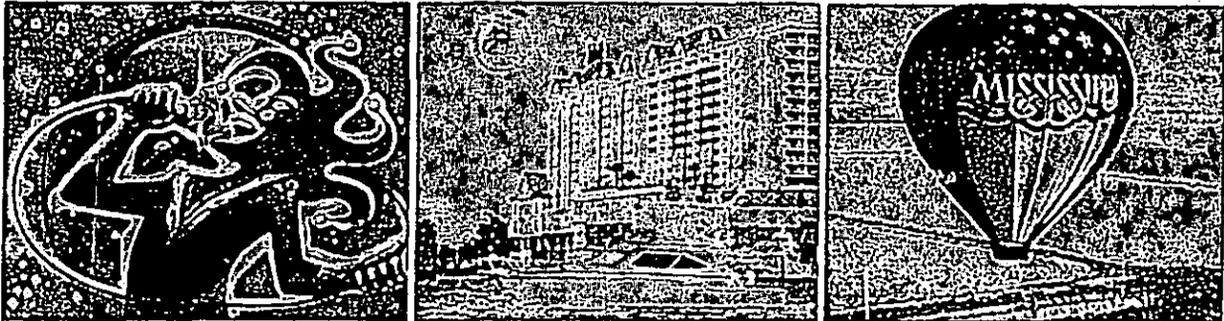
Likewise, Farmer's Pick customers know they are helping out the local community when they patronize the restaurant. The Farmer's Pick Buffets in Pompano Beach, Florida; Cape Girardeau and Boonville, Missouri, generate positive feedback in the press and make Isle a more integral partner with the local community.

All of these new restaurant concepts draw both local residents and tourists who may not normally choose to visit a casino.



CONVENTION AND MEETING FACILITIES

In January 2009, Isle Casino Hotel Bettendorf, opened the Quad-Cities Waterfront Convention Center, a public-private partnership with the City of Bettendorf, Iowa, which connects to that property's approximately 500 hotel rooms. The Quad-Cities in Iowa was in need of mid-sized convention center to service regional conventions and trade shows as well as provide a venue for concerts and other events. Isle of Capri partnered with the City of Bettendorf to build and operate such a venue. The Quad-Cities Convention Center is now home to concerts, trade shows, conventions and other events. Over the last 12 months the Convention Center hosted more than 500 events which generated more than one million food and beverage covers. The convention center is a draw for regional overnight guests who patronize not only the Isle's amenities and hotel, but other hotels and amenities in the area.



CONCERTS, ENTERTAINMENT AND SPECIAL EVENTS

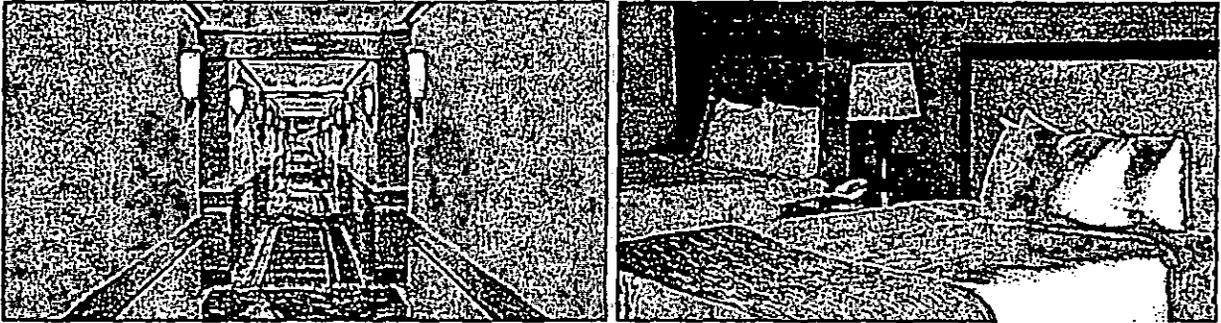
Another key component to driving tourism is entertainment and special events. Isle has a long track record of creating and hosting special concert and entertainment events, as well as sponsoring or leading key events that drive tourism.

In 2010, Isle introduced a proprietary concert series called Jester's Jam® which is a group of nationally-recognized headliners such as acts like George Jones, 38 Special, Rick Springfield and Loretta Lynn, who play at various venues across the Isle portfolio. In 2011, the Jester's Jam concert series featured more than 50 concerts with more than 45,000 attendees at seven different Isle of Capri portfolio properties.

In addition, over the course of the past twenty years, Isle of Capri played a vital role in tourism efforts along the Gulf Coast of Mississippi. More than 100 fishing teams compete for \$850,000 in cash and prizes at the Annual Mississippi Gulf Coast Billfish Classic headed by tournament director and former Isle team member, Bobby Carter. Anglers from not only the Gulf South region of Florida, Texas, Louisiana and Alabama but as far away as Hawaii, California, Colorado and Mexico come to Mississippi's Gulf Coast, recently named a top 20 worldwide fishing destination by *Saltwater Sportsman*, to participate in the Billfish Classic. Since its inception, the Billfish Classic has grown to become the largest billfish tournament in the region.

Similarly, in Natchez, Mississippi, one of the company's smallest properties has been a key sponsor of the Great Mississippi River Balloon Race, which has been voted as one of the "Best Annual Events in Mississippi." Isle of Capri Casino Hotel is one of the lead sponsors of this event which draws thousands to this quaint river town.

The event includes three days of music, food, fun and balloons in beautiful downtown Natchez, during the slow season of late October. Balloon pilots compete in "Hare & Hounds" and "The Barge Drop" as they fly over antebellum homes and the Mississippi River. The Great Mississippi River Balloon Race hosts over 70 colorful hot air balloons, right on the heels of the Kodak International Balloon Festival in Albuquerque, New Mexico.



HOTEL ROOMS

In addition to venues and events that draw tourists, hotel rooms are the backbone of the tourism providing a place for visitors to extend a trip from a few hours to a few days. Isle operates more than 2,400 hotel rooms across its existing portfolio and is a highly experienced hotel operator.

In combination with its hotel portfolio, Isle frequently partners with local businesses to provide a diverse array of leisure activities to attract tourists. For instance, the company's Lake Charles property offers a hotel and golf package in conjunction with the Gray Plantation Championship Golf Course, and Isle Casino Hotel Bettendorf offers guests the chance to golf on TPC Deere Run, a championship course located just a short distance from the property. Both of these courses are in *Golf Digest's* top 100 golf courses in the United States.

Appendix 38(8)

As required by §1325 of the Gaming Act, provide a plan, with details, for the following:

8. The record of the Applicant and its developer in meeting commitments to local agencies, community-based organizations and employees in other locations;

Isle of Capri Casinos, Inc. strives to create a value proposition for customers, employees, our communities and our investors. We recognize a charge to do good while doing well, and believe strongly that integrating our business into our host communities creates a mutually beneficial situation for all involved constituencies. For example, we recognize that through community involvement, our team members gain pride in their employer, which improves our business and can result in significant positive benefits for the surrounding community.

At our very top executive levels, our management team has a long and distinguished record of community involvement. Our executive responsible for the operations of our facilities, President and Chief Executive Officer Virginia McDowell, exemplifies the Isle's commitment to community. Her leadership extends outside the office as community service has long been a part of Virginia's life. She was the founding board chair and president of Gilda's Club St. Louis, and previously filled the role of president for AMC Cancer Research in St. Louis, where she received the agency's award for her contribution to the cancer community. She is also a founding member of Winning Women, a partnership with the St. Louis County Economic Council. A Pennsylvania native, Virginia is a member of Temple University's President's Advisory Board. She is also a member of the Regional Business Council in St. Louis, a board member at Churchill Center & School, a board member at HavenHouse, and a member of the Executive Advisory Board of the John Cook School of Business at Saint Louis University. Within the gaming industry, Virginia sits on the board of directors for the American Gaming Association and the board of trustees of the National Center for Responsible Gaming.

We work hard to be a good neighbor in every one of our host communities. That not only means donating money and support services for civic and charitable causes, it also means encouraging our employees to "get involved." Since our formation:

- Isle has set records for fund-raising through the United Way;

- In 2012, our employees donated over 18,000 volunteer hours to such groups as the United Way, Alzheimer's Memory Walk, American Cancer Society, Special Olympics, Muscular Dystrophy Association, Operation Head Start and Boy & Girl Scouts.

Isle of Capri previously owned and operated a casino hotel in Biloxi, Mississippi that was damaged badly by Hurricane Katrina. Since the devastating hurricane, Isle of Capri and its employees were drivers of rebuilding the community. Isle rebuilt its own casino and kept its employees on the payroll. This allowed Isle employees to become leading volunteers in broader cleanup and rebuilding efforts. The first priority after Katrina struck the Gulf Coast was to locate all of the employees and make sure their needs were addressed. The Isle of Capri Relief Fund, established with an initial \$500,000 from the Company, ultimately raised more than \$1 million and provided services to more than 500 employees. The fund helped employees pay for items not covered by federal, state or

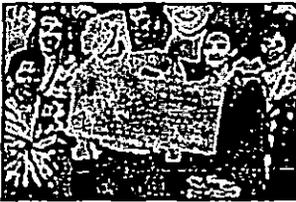
local aid, such as replacing destroyed prescription drugs and paying for building permits. Following the hurricane, the Tower Hotel in Biloxi and the Inn at the Company's Lake Charles, Louisiana location became temporary home for more than 500 evacuees and/or emergency workers.

In addition to being involved and supporting the local civic and charitable organizations, Isle works hard to develop and maintain strong working relationships with the local and state agencies in the communities in which it operates.

Everyone at Isle of Capri Casinos works hard to be a good neighbor in every one of our host communities. That not only means donating money and support services for civic and charitable causes, it also means encouraging employees to "get involved."

Additionally, the Company's Sunshine Fund program, administered by the St. Louis Community Foundation, provides financial resources to employees in a time of crisis. From the floods in the Midwest in 2009 and 2011 to Hurricanes Katrina, Rita and Wilma in 2005 and the Haitian earthquake, employees feel secure knowing that Sunshine Funds are an available resource.

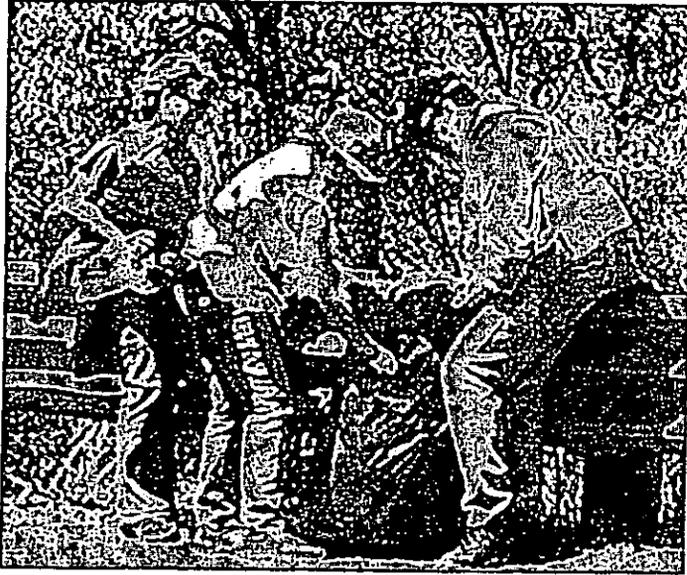
We care. Isle of Capri® team members make a difference in their communities.



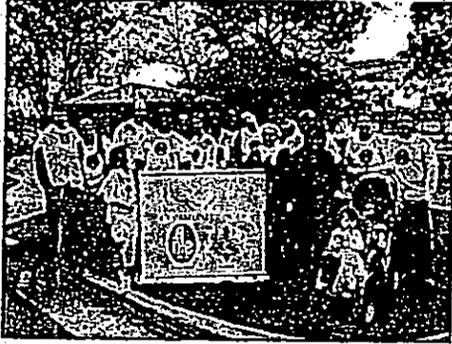
Isle of Capri Casino Kansas City donated \$1,000 to the local Habitat for Humanity chapter. Showing true team spirit, team members volunteered their time, spending the day putting vinyl siding on a Habitat for Humanity home.



Employees from Isle's corporate headquarters in St. Louis are joined each year by employees from Lady Luck Caruthersville and Isle of Capri Boonville to compete in the Gateway Dragon Boat Festival a fundraiser for Signature Healthcare Foundation.



Employees in Marquette, Iowa help keep roadways clean!



Employees in Black Hawk Colorado walk for a cure during the 2012 Great Strides Walk for Cystic Fibrosis.



Employees in Bettendorf, Iowa Live United at the United Way Day of Caring.

APPENDIX 38 (Continued...)

(9) THE DEGREE TO WHICH POTENTIAL ADVERSE EFFECTS WHICH MIGHT RESULT FROM THE PROJECT, INCLUDING COSTS OF MEETING THE INCREASED DEMAND FOR PUBLIC HEALTH CARE, CHILD CARE, PUBLIC TRANSPORTATION, AFFORDABLE AND SOCIAL SERVICES, WILL BE MITIGATED;

Does not apply to Isle of Capri Casinos, Inc.

(10) THE RECORD OF THE APPLICANT AND ITS DEVELOPER REGARDING COMPLIANCE WITH (I) FEDERAL, STATE AND LOCAL DISCRIMINATION, WAGE AND HOUR, DISABILITY AND OCCUPATIONAL AND ENVIRONMENTAL HEALTH AND SAFETY LAWS AS WELL AS (II) STATE AND LOCAL LABOR RELATIONS AND EMPLOYMENT LAWS; (III) THE APPLICANT'S RECORD IN DEALING WITH ITS EMPLOYEES AND THEIR REPRESENTATIVES AT OTHER LOCATIONS.

Appendix 38 (10):

(I) Isle of Capri Casinos, Inc. strives to maintain an exemplary track record of compliance with local, state and federal rules and regulations in the communities in which we operate. While the operating subsidiaries of Isle of Capri Casinos, Inc. may be parties to claims or receive citations relating to employment and environmental health and safety, there have been no material fines, judgments or findings issued against the Company or its operating subsidiaries.

(II) Isle of Capri Casinos, Inc. also strives to maintain full compliance with labor relations and employment laws. There have been no material fines or judgments issued for violations of state and local labor relations or employment laws.

(III) Isle of Capri Casinos, Inc. places great value on its team members and ensuring they are treated fairly and with respect. This position has proved to be a successful means of managing employee disciplinary matters throughout the company.

APPENDIX 45

PROVIDE A SUMMARY OF ALL PERSONS WHO HOLD AN OWNERSHIP OR OTHER BENEFICIAL INTEREST IN THE APPLICANT AND ANY SUCH INTEREST IN ANY OF ITS PRINCIPAL AFFILIATES OR PRINCIPAL ENTITIES REQUIRED TO BE LICENSED OR PERMITTED IN PENNSYLVANIA; PROVIDED HOWEVER, IF ANY OF THE ENTITIES ARE PUBLICLY TRADED, ONLY INTERESTS EQUAL TO OR EXCEEDING FIVE PERCENT MUST BE DISCLOSED. OWNERSHIP INTEREST SHOULD BE PROVIDED IN A MANNER CONSISTENT WITH THE OWNERSHIP INTEREST REPORT FOUND ON THE BOARD'S WEBSITE UNDER LICENSURE/REPORTS AND GENERAL INFORMATION.

Please see the attached Ownership Table.

APPENDIX 45

Isle of Capri Casinos, Inc.

Breakdown of Ownership in the Organizational Chain

Isle of Capri Casinos, Inc.

42.700 Publicly traded stock held by shareholders that each own less than 5%
40.700 GFIL Holdings, LLC
9.400 Addison Clark Management, LLC (exempt institutional investor)
6.900 Officers and Directors that each own less than 5%
0.300 Goldstein Family Foundation
100.000

GFIL Holdings, LLC

53.92 Members that each own less than 5% net ownership interest in Isle of Capri Casinos, Inc.
28.04 B.I. Isle Partnership, L.P.
18.04 Goldstein Group, Inc.
100.000

B.I. Isle Partnership, L.P.

100.00 Partners that each own less than 5% net ownership interest in Isle of Capri Casinos, Inc.
100.000

Goldstein Group, Inc.

100.00 Shareholders that each own less than 5% net ownership interest in Isle of Capri Casinos, Inc.
100.000

Net Ownership Interest in Isle of Capri Casinos, Inc.

42.700 Publicly traded stock held by shareholders that each own less than 5%
21.946 Members of GFIL Holdings, LLC that each own less than 5% net ownership interest in Isle of
Capri Casinos, Inc.
11.412 Partners of B.I. Isle Partnership, L.P. that each own less than 5% net ownership interest in Isle of
Capri Casinos, Inc.
9.400 Addison Clark Management, LLC (exempt institutional investor)
7.342 Shareholders of Goldstein Group, Inc. that each own less than 5% net ownership interest in Isle of
Capri Casinos, Inc.
6.900 Officers and Directors that each own less than 5%
0.300 Goldstein Family Foundation
100.000

Isle of Capri Casinos, Inc. - Principals

James B. Perry	Scott E. Schubert	Timothy A. Ilsley
Robert S. Goldstein	Virginia M. McDowell	
Alan J. Glazer	Dale R. Black	
Jeffrey D. Goldstein	Arnold L. Block	
Richard A. Goldstein	Edmund L. Quatmann, Jr.	