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FILED STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 MAR 21 PM 2:18

ACCOUNT NO. : 072100000032
REFERENCE : 631670 4304990
AUTHORIZATION : Patricia Pizito
COST LIMIT : \$ 70.00

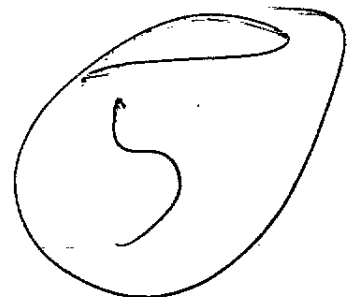
ORDER DATE : March 20, 2000
ORDER TIME : 10:33 AM
ORDER NO. : 631670-010
CUSTOMER NO: 4304990

000003177630--5

CUSTOMER: Joanne Marinelli, Legal Asst
Ropes & Gray
One International Place
Boston, MA 02110-2624

FOREIGN FILINGS

NAME: GAMEMACHINE, INC.



XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

BK
3/21/00

RECEIVED
00 MAR 21 AM 11:26
FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 MAR 21 PM 2:18

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GameMachine, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Joanne L. Marinelli
(Name of Person)
Ropes & Gray
(Firm/Company)
One International Place
(Address)
Boston, MA 02110-2624
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Joanne L. Marinelli at (617) 951-7501
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. GameMachine, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)

4. January 26, 2000 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 318 Indian Trace, #408 Weston, FL 33326 (Current mailing address)

8. Interactive gaming services on the Internet (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301 (Zip code)

10. Registered agent's acceptance:

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

[Signature] A.C.T. V.P. (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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DIVISION OF CORPORATIONS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: Pablo Trench

Address: 318 Indian Trace, #408

Weston, FL 33326

Director: Daniel Gutman

Address: 318 Indian Trace, #408

Weston, FL 33326

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Pablo Trench

Address: 318 Indian Trace, #408

Weston, FL 33326

Vice President: _____

Address: _____

Secretary: Daniel Gutman

Address: 318 Indian Trace, #408

Weston, FL 33326

Treasurer: Daniel Gutman

Address: 318 Indian Trace, #408

Weston, FL 33326

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Pablo Trench, President

(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE DELAWARE, DO HEREBY CERTIFY "GAMEMACHINE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MARCH, A.D. 2000.

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AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3163750 8300

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AUTHENTICATION:

0326099

DATE:

03-20-00