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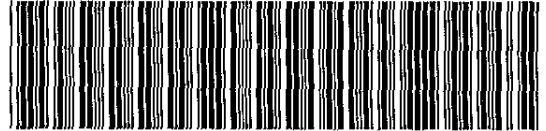
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STATE
TALLAHASSEE, FLORIDA
05 MAR -8 PM 3:09
SEC. OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 243177 4338075

AUTHORIZATION :

Patricia Pizento

COST LIMIT : \$ 96.25

FILED
05 MAR -8 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 7, 2005

ORDER TIME : 10:08 AM

ORDER NO. : 243177-055

CUSTOMER NO: 4338075

CUSTOMER: Ms. Catherine M. Chapple
Baker & McKenzie
12th Floor, 101 West Broadway
Wells Fargo Plaza
San Diego, CA 92101

FOREIGN FILINGS

NAME: SEGA ENTERTAINMET U.S.A., INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (NEED TWO PLEASE) ****

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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.

FILED
MAR - 8 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Sega Entertainment U.S.A., Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-1631038

(FEI number, if applicable)

4. September 14, 2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 600 N. Brand Boulevard, Fifth Floor, Glendale, California 91203

(Principal office address)

600 N. Brand Boulevard, Fifth Floor, Glendale, California 91203

(Current mailing address)

8. Retail and Entertainment Business

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, FL

(City)

, 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.

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Yasuo Tazoe

Address: 600 N. Brand Boulevard, Fifth Floor, Glendale, California 91203

Vice Chairman: Masahiro Nakagawa

Address: 600 N. Brand Boulevard, Fifth Floor, Glendale, California 91203

Director: Toshiya Tabata

Address: 600 N. Brand Boulevard, Fifth Floor, Glendale, California 91203

Director: Akitoshi Ogawa

Address: 600 N. Brand Boulevard, Fifth Floor, Glendale, California 91203

B. OFFICERS

President: Yasuo Tazoe

Address: 600 N. Brand Boulevard, Fifth Floor, Glendale, California 91203

Vice President: _____

Address: _____

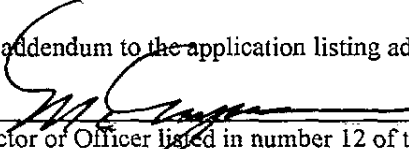
Secretary: Masahiro Nakagawa

Address: 600 N. Brand Boulevard, Fifth Floor, Glendale, California 91203

Treasurer: Masahiro Nakagawa

Address: 600 N. Brand Boulevard, Fifth Floor, Glendale, California 91203

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

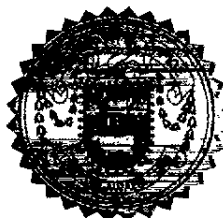
14. Masahiro Nakagawa, Deputy CEO, Secretary + Treasurer
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEGA ENTERTAINMENT U.S.A., 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 TWENTY-SECOND DAY OF FEBRUARY, A.D. 2005.



3854061 8300

050136629

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3696528

DATE: 02-22-05