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ACCOUNT NO. : 072100000032

REFERENCE : 688582 134074A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 125.00

ORDER DATE : May 5, 2000

ORDER TIME : 4:14 PM

ORDER NO. : 688582-005

CUSTOMER NO: 134074A

400003241664--2

CUSTOMER: Robert Saraga, Esq
BALDOVIN, SARAGA & LIPSHY,
201 Northeast First Avenue
Delray Beach, FL 33444

DOMESTIC FILING

NAME: SPORTS KNOWLEDGE, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 MAY -5 AM 9:28

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY -5 PM 4:39

GP

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

OF

SPORTS KNOWLEDGE, LLC

ARTICLE I - Name

The name of the Limited Liability Company is:

SPORTS KNOWLEDGE, LLC
(hereinafter the "Company")

ARTICLE II Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

201 N.E. First Avenue
Delray Beach, FL 33444

ARTICLE III Duration

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Jeremy M. Lipshy
11923 Laurelwood Dr., Unit 8
Studio City, CA 91604

Brian Louis Lipshy
201 N.E. First Avenue
Delray Beach, FL 33444

ARTICLE V Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be governed by the operating agreement adopted by all members.

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00 MAY -5 AM 9:28
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TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

ARTICLE VI Members' Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be governed by the operating agreement adopted by all members.

ARTICLE VII Limitation on Agency Authority of Members

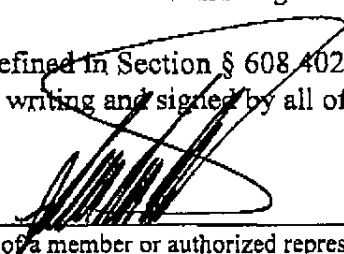
Pursuant to Section 608.424 of the Florida Limited Liability Company Act, (hereinafter the "Act") no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII Indemnification

The Company shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a managing member of the Company or is or was serving at the request of the Company as a member, director or officer of another corporation or limited liability company. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the members of the Company shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a managing member of the Company, or any person who is or was serving at the request of the Company as a director or officer or member of another company, corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE IX Regulations.

Any Regulations (as defined in Section § 608.402(13) of the Act, relating to this Limited Liability Company must be in writing and signed by all of the Members.



Signature of a member or authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

SPORTS KNOWLEDGE, LLC

2. The name and address of the registered agent and office is:

Brian Louis Lipshy
201 N.E. First Avenue
Delray Beach, FL 33444

FILED
00 MAY -5 AM 9:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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

Date

STATE OF FLORIDA

ss

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Brian Louis Lipshy, who is personally known to me () or who did furnish _____ for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 5 day of ^{May} ~~February~~, 2000.

Carol A. Longobardi
NOTARY PUBLIC
Carol A. Longobardi
Printed Name of Notary

(Seal)

