

Wills, Trusts &
Estate Planning
Estate Administration
Corporation &
Business Law

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May 15, 2000

Corporate Records
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Playdek International, LLC
Articles of Organization

200003258412--8
-05/18/00--01135--011
****133.75 ****133.75

Dear Ladies or Gentlemen:

Enclosed herewith are the original and a copy of the Articles of Organization for the above referenced limited liability company.

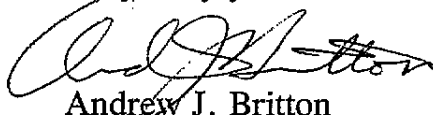
Also enclosed is our check in the amount of \$133.75 to cover the following:

| | |
|--------------|---------------------------------|
| \$100.00 | Filing fee |
| 8.75 | Certificate under seal |
| <u>25.00</u> | Designation of Registered Agent |
| \$133.75 | |

FILED
00 MAY 18 /M 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certificate under seal and a copy of the Articles of Organization to me at the above address. Thank you.

Very truly yours,


Andrew J. Britton

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5/23

AJB/ak
Enclosures
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**ARTICLES OF ORGANIZATION
OF
PLAYDEK INTERNATIONAL, LLC**

**ARTICLE I
Name**

The name of the Limited Liability Company ("Company") is Playdek International, LLC.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 530 U.S. 41 ByPass, Suite 24B, Venice, Florida 34292.

**ARTICLE III
Duration**

The period of duration for the Company is perpetual, beginning on the date these Article of Organization are filed by the Florida Department of State.

**ARTICLE IV
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Julie A. Parry. The street address of the Company's registered agent is 530 U.S. 41 ByPass, Suite 24B, Venice, Florida 34292.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Management

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The initial manager will serve until the first annual meeting of the members. The initial manager is identified as follows:

Joseph Parry, whose address is 530 U.S. 41 Bypass, Suite 24B, Venice, Florida 34292.

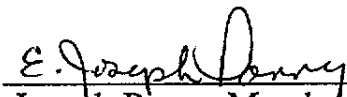
ARTICLE VI
Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII
Continuation of Business

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event in the Company. The business may be continuous only on the unanimous written consent of the remaining members.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on this 15th day of May, 2000.



Joseph Parry, Member/Manager

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

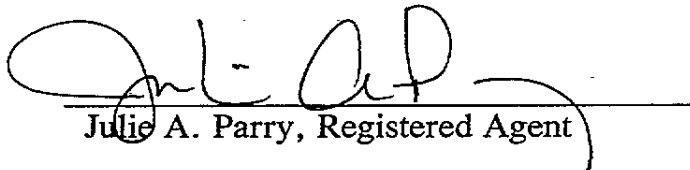
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Limited Liability Company is Playdek International, L L C.
2. The name and address of the registered agent and office is:

530 U.S. 41 ByPass, Suite 24B, Venice, Florida 34292

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.

Dated: May 12, 2000


Julie A. Parry, Registered Agent