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Holland & Knight LLP

Requester's Name

315 S. Calhoun St., suite 600

Address

Tallahassee, FL 32301 425-5675

City/State/Zip

Phone #

Office Use Only

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL -5 PM 1:20

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Electronic Savings & Prizes, LLC
(Corporation Name) (Document #)

MJH

2. _____
(Corporation Name) (Document #)

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3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☒ Certified Copy

Articles of
Organization

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

00 JUL -5 AM 10:16

RECEIVED

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
ELECTRONIC SAVINGS & PRIZES LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is Electronic Savings & Prizes LLC (the "Company").

ARTICLE II. PERIOD OF DURATION

The Company shall have perpetual existence, subject to termination in accordance with the Company's Regulations or by the unanimous written agreement of the Members.

ARTICLE III. ADDRESS

The mailing address and street address of the principal office of the Company is 1605 19th Place, Vero Beach, Florida 32960.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and address of the Company's initial registered agent in the State of Florida is David Marr, 1605 19th Place, Vero Beach, Florida 32960.

**ARTICLE V. TRANSFER OF MEMBERSHIP INTERESTS; ADMISSION OF
ADDITIONAL MEMBERS**

Members may transfer, assign and pledge their Membership Interests in the Company, and additional Members may be admitted, in the manner provided in the Company's Regulations.

ARTICLE VI. RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

ARTICLE VII. MANAGEMENT

The business of the Company shall be managed by no fewer than one Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is

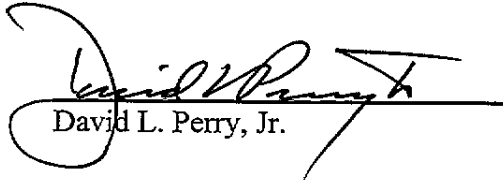
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David Marr, 1605 19th Place, Vero Beach, Florida 32960. Such Manager shall serve in such capacity until the first annual meeting of the Members or until his successor is duly elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed these Articles of Organization this 30 day of June, 2000.


David L. Perry, Jr.


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF ELECTRONIC SAVINGS & PRIZES LLC**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Electronic Savings & Prizes LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is Electronic Savings & Prizes LLC.
2. The name of the registered agent and the address of the registered office are:

David Marr
1605 19th Place
Vero Beach, Florida 32960

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.



David Marr

Dated: June 30, 2000