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Mark S. Gallegos, Esq.

Direct Dial: (305) 260-1037

mgallego@becker-poliakoff.com

October 19, 2000

Via Express Mail

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\*\*\*155.00 \*\*\*155.00

Registration Section  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: **Universal Games, LLC**  
**Registration of Articles of Organization**

Dear Sir or Madam:

We are legal counsel to the captioned limited liability company. Please find the following documents in connection with the filing of the Articles of Organization:

1. Original and copy of the Articles of Organization with Designation of Registered Agent.
2. Check Number **2464** in the amount of \$155.00 representing the total amount of the filing fees.

Kindly file these documents and forward a certified copy of the registered documents to the undersigned in the self-addressed stamped envelope provided. Should you need any further information please call me toll free at 1-800-533-4874, and thank you in advance for your cooperation.

Sincerely yours,

*Maria Skenne, Legal Assistant*  
Mark Gallegos

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L00-12972 **SIGNED IN HIS ABSENCE  
TO AVOID DELAY**

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OCT 20 PM 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF**

**UNIVERSAL GAMES, LLC**

The undersigned, acting as the organizers of a limited liability company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization:

**ARTICLE I – NAME**

The name of the Limited Liability Company ("Company") is:

**UNIVERSAL GAMES, LLC**

**ARTICLE II – DURATION**

The company's period of duration shall be perpetual from the date of filing of these Articles of Organization with the Florida Department of State, unless sooner dissolved by the members or by Statutes.

**ARTICLE III – PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Limited Liability Company shall be:

2315 N.W. 107 Avenue, #1M 22-MM 23, Miami, Florida 33172

**AND**

The mailing address of the Company is:

c/o Mark S. Gallegos  
5201 Blue Lagoon Drive, Suite 100  
Miami, Florida 33126

**ARTICLE IV - PURPOSE**

The limited liability company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

**ARTICLE V – REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the Company's registered agent whose "Consent to Appointment as Registered Agent" is included with these Articles is as follows:

Mark S. Gallegos, Esq.  
Becker & Poliakoff, P.A.  
5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126

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TALLAHASSEE, FLORIDA

The address of the registered agent's office is:

5201 Blue Lagoon Drive, Suite 100  
Miami, Florida 33126

#### **ARTICLE VI – MANAGEMENT OF BUSINESS**

The Business of the Company shall be managed by several Members, Managers or Officers, the exact number to be determined from time to time in accordance with the company's By-Laws. The name and mailing address of the initial Managing Members or Officers of the Company is:

JULIOS KOSTA  
GAMETOUCH TECHNOLOGIES, INC. ("GAMETOUCH")  
444 Brickell Avenue, Miami, Florida 33131

SANTIAGO ROMERO BARST  
ROMBAR LLC  
444 Brickell Avenue, Suite 300,  
Miami, Florida 33131

LOREN DOLASH  
Calle Del Mediterraneo Y Ave. Las Palmeras, Colonia Sultana  
Antiguo Cuscatlan  
San Salvador, El Salvador

JOSEPH ARGUEDAS  
Calle Del Mediterraneo Y Ave. Las Palmeras, Colonia Sultana  
Antiguo Cuscatlan  
San Salvador, El Salvador

#### **ARTICLE VII – INITIAL MEMBERS**

The names and addresses of the initial members/officers are as follows:

JULIOS KOSTA  
GAMETOUCH TECHNOLOGIES, INC. ("GAMETOUCH")  
444 Brickell Avenue, Miami, Florida 33131

SANTIAGO ROMERO BARST  
ROMBAR LLC  
444 Brickell Avenue, Suite 300,  
Miami, Florida 33131

LOREN DOLASH  
Calle Del Mediterraneo Y Ave. Las Palmeras, Colonia Sultana  
Antiguo Cuscatlan  
San Salvador, El Salvador

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PALM BEACH, FLORIDA

JOSEPH ARGUEDAS  
Calle Del Mediterraneo Y Ave. Las Palmeras, Colonia Sultana  
Antiguo Cuscatlan  
San Salvador, El Salvador

#### ARTICLE VIII – ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority of the Membership, upon the written application of such new member and in the manner set forth in the By-Laws of the Company.

#### ARTICLE IX - AMENDMENTS

These articles may be amended from time to time by a consent of the majority of the Membership Interests, and the Amendment shall be duly signed by a majority of the Membership Interests of the Company and shall be filed with the Florida Department of State.

#### ARTICLE X1 – INDEMNIFICATION

Every member now or hereafter serving as member/officer, or employee of the Company shall be indemnified and held harmless by the Company from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him/her in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his/her being or having been a member or officer, or employee of the Company, whether or not he/she continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such member/officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his/her own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim, action, suit or proceeding may be paid by the Company in advance of the final disposition of such proceeding.

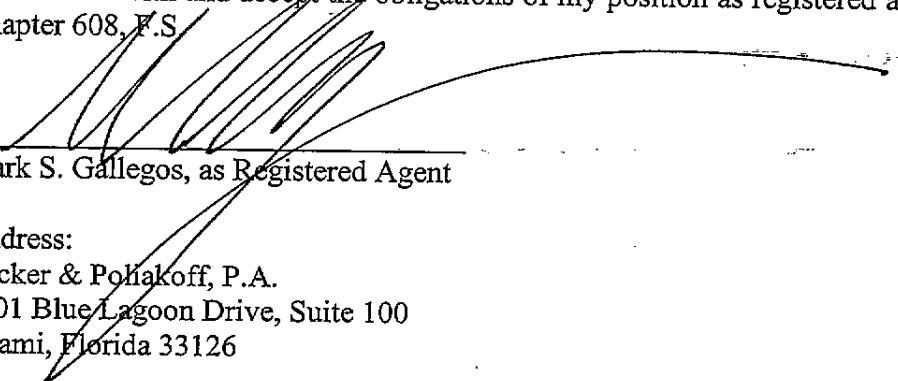
In accordance with section 608.408 (3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

Dated this 2<sup>nd</sup> day of October, 2000

Signature - [Signature]  
JULIOS KOSTA, Member/Manager  
GAMETOUGH TECHNOLOGIES, INC.  
("GAMETOUGH")

**CERTIFICATE OF DESIGNATION AND  
CONSENT TO APPOINTMENT AS REGISTERED AGENT**

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 as provided for in Chapter 608, F.S.

  
\_\_\_\_\_  
Mark S. Gallegos, as Registered Agent

Address:

Becker & Poliakoff, P.A.  
5201 Blue Lagoon Drive, Suite 100  
Miami, Florida 33126

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