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CAPPELLER & BENNETT

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December 20, 2000

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Filing Articles of Organization for 2K Tech USA, LLC

Dear Division:

L-16127

Enclosed for filing please find Articles of Organization for the above referenced corporation. Also, enclosed please find my firm's trust account check in the amount of \$125.00, the required filing fee.

Please forward the copy to my office and if further information is needed, please do not hesitate to contact me.

Very truly yours,

JOHN M. CAPPELLER, JR., P.A.


John M. Cappeller, Jr.

JMC/kms
Enclosures: As Noted

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TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION
OF
2K TECH USA, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be 2K TECH USA, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 8405 NW 53rd Street, #A112, Miami, Florida 33166.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization or the regulations of the company.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered office and agent of the company in the State of Florida is Angel Pacheco, 8405 NW 53rd Street, #A112, Miami, Florida 33166.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members.

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ARTICLE VI -- TERMINATION OF EXISTENCE

The members shall 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 which terminates the continued membership of a member in the company in the manner set forth in the regulations of the company.

ARTICLE VII-- MANAGEMENT

The company shall be managed in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.



Angel Pacheco

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND 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 AND
REGISTERED AGENT, IN THE STATE OF FLORIDA.**


1. The name of the limited liability company is

2K TECH USA, LLC

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

Angel Pacheco
8405 NW 53rd Street, #A112
Miami, Florida 33166

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.



Angel Pacheco

12/13/2000
date

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