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ACCOUNT NO. : 072100000032

REFERENCE : 194478 7199111

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 155.00

01 JUN 21 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : June 21, 2001

ORDER TIME : 10:35 AM

ORDER NO. : 194478-005

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CUSTOMER NO: 7199111

CUSTOMER: Seth E. Ellis, Esq
The Law Offices Of Seth E.
Ellis, P.a.
Suite 290
2600 North Military Trail
Boca Raton, FL 33433

DOMESTIC FILING

NAME: GAMEPLAN ENTERTAINMENT, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS: _____

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01 JUN 21 AM 11:26
DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION
FOR
GAMEPLAN ENTERTAINMENT, L.L.C.**

ARTICLE I

Name

The name of the Limited Liability Company is **GAMEPLAN ENTERTAINMENT, L.L.C.**

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is: 21108 VIA EDEN BOCA RATON, FL 33433

ARTICLE III

Duration

This period of duration for the Limited Liability Company shall be: PERPETUAL.

ARTICLE IV

Purpose

This Limited Liability Company is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Limited Liability Company Act.

ARTICLE V

Registered Agent

The street address of the initial registered office of the Limited Liability Company shall be **SETH E. ELLIS, P.A.**, 2600 North Military Trail, Suite 290, Boca Raton, Fl 33431 and the name of the initial registered agent of the Limited Liability Company at that address is Seth E. Ellis, Esq.

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ARTICLE VI

Management

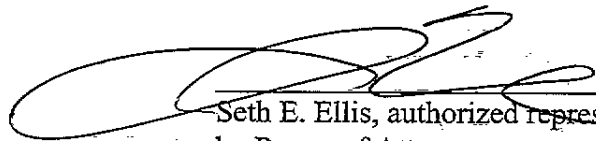
The Limited Liability Company is to be managed by the members.

ARTICLE VII

Effective Date

Pursuant to Florida Statute Section 608.409, the Limited Liability Company's existence shall be effective as of June 20, 2001 which is within five (5) business days prior to the date these Articles of Organization are filed with the Department of State.

The undersigned authorized representative of a member of GAMEPLAN ENTERTAINMENT, L.L.C., hereby executes these articles of organization on this 20 day of JUNE, 2001.


Seth E. Ellis, authorized representative
by Power of Attorney

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**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

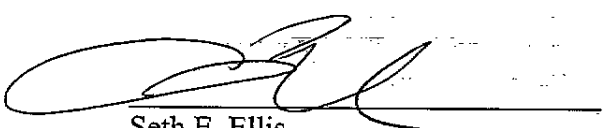
1. The name of the Limited Liability Company is **GAMEPLAN ENTERTAINMENT, LLC**
2. The name and the Florida street address of the registered agent and office are:

Seth E. Ellis, Esquire
SETH E. ELLIS, P.A.,
2600 North Military Trail, Suite 290
Boca Raton, FL 33431

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TALLAHASSEE, FLORIDA
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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.


Seth E. Ellis

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