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FLORIDA/FOREIGN LIMITED LIABILITY CO.

u.s. lottery systems, l.l.c.

Certificate of Status	0
Certified Copy	1
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August 24, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE

SUBJECT: U.S. LOTTERY SYSTEMS, L.L.C.
REF: W06000037420

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Pursuant to section 24.119, Florida Statutes, written approval and clearance of the term LOTTERY must be obtained from the Department of the Lottery. Their address is:

Department of the Lottery
250 Marriott Dr.
Tallahassee, FL 32301

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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P.O. BOX 6327 - Tallahassee, Florida 32314

H0000712338

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

SCIENTIFIC LOTTO SYSTEMS, L.L.C.

Article I

The name of the Limited Liability Company is:

SCIENTIFIC LOTTO SYSTEMS, L.L.C.

Article II

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing Address:

9999 Collins Ave
Suite 12A
Bal Harbour, FL 33154

Street Address:

9999 Collins Ave
Suite 12A
Bal Harbour, FL 33154

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TALLAHASSEE, FLORIDA

Article III

The period of duration for the Limited Liability Company shall be:

For Thirty (30) years from the date of initial filing.

The Limited Liability Company shall dissolve no later than May, 2033

Article IV

The Limited Liability Company is to be managed by a Members, the name(s) and address(es) of the Manager is/are:

Manager

Address

**Gian Vergelli (manager)
President of Gian Vergelli Inc.**

**9511 Collins Ave
Suite 1002
Surfside, Florida 33154**

**Guillermo Bakula (manager)
President of
Walter International Productions Inc.**

**9999 Collins Ave
Suite 12A
Bal Harbour, FL 33154**

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Article V

The Limited Liability Company is organized by the following initial member(s), whose name and address is/are as follows:

Member

Gian Vergelli Inc. (member)

Guillermo Bakula (member)

Address

9511 Collins Ave
Suite 1002
Surfside, Florida 33154

9999 Collins Ave
Suite 12A
Bal Harbour, FL 33154

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article VI

Additional members may be admitted by the unanimous written consent of all members under the terms and conditions agreed to by all of the members.

Article VII

The undersigned member or authorized representative of a member of SCIENTIFIC LOTTO SYSTEMS, LLC certifies:

1. the above named limited liability company has at least one member;
2. Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.
3. No additional members shall be admitted to the company except by 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. A member may transfer his or her interest in the company as set forth in the operating agreement of the company.
4. The company shall be dissolved on the death, bankruptcy, or dissolution of a member or Chief Executive Chief Executive Manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, as set forth in the operating.

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

By:


Gian Vergelli, Manager

By:


Guillermo Bakula, Manager

STATE OF FLORIDA

Ss:

COUNTY OF DADE

BEFORE ME, the undersigned authority, this 28 day of August, 2006, personally appeared, Guillermo Bakula and Gian Vergelli, to me well known to be the persons who executed the above and foregoing Articles of Organization of **SCIENTIFIC LOTTO SYSTEMS, L.L.C.**, and who state that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 28 day of August, 2006.
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
Joseph Spiriti, Jr.
Commission # DD572438
Expires: JULY 10, 2010
BONDED TRILLIANT ATLANTIC BONDING CO., INC.

By:

Notary Public

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 DESIGNATED A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company:
SCIENTIFIC LOTTO SYSTEMS, L.L.C.
2. The name and Florida street address of the registered agent are:

Joseph Spiriti, Jr.
12121 N.E. 16th Avenue
North Miami, Florida 33161

Having been named 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 provision 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.

By:

Joseph Spiriti, Jr.

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TALLAHASSEE, FLORIDA

40000072338


STATE OF FLORIDA

Ss:

COUNTY OF DADE

BEFORE ME, the undersigned authority, this 28 day of August, 2006, personally appeared, Guillermo Bakula and Gian Vergelli to me well known to be the persons who executed the above and foregoing Articles of Organization of SCIENTIFIC LOTTO SYSTEMS. and who state that they executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 28 day of August, 2006
My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
 Joseph Spiriti, Jr.
Commission # DD572438
Expires: JULY 10, 2010
BONDED THRU ATLANTIC BONDING CO., INC.

By: _____
Notary Public

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