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FLORIDA/FOREIGN LIMITED LIABILITY CO.

POWERPLAY ONLINE, LLC

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**ARTICLES OF ORGANIZATION
OF
POWERPLAY ONLINE, LLC**

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Company shall be: **POWERPLAY ONLINE, LLC.**

**ARTICLE II
ADDRESS AND PLACE OF BUSINESS**

The address of the principal office and the mailing address of this Company shall be:

Principal Office

6704 Benjamin Road
Suite 100
Tampa, FL 33634
Attn: Milind Bharvirkar

Mailing Address

6704 Benjamin Road
Suite 100
Tampa, FL 33634
Attn: Milind Bharvirkar

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**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV
GENERAL POWERS**

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

*Articles of
PowerPlay ONLINE, LLC*

ARTICLE V MANAGEMENT

All powers of the Company shall be exercised by or under the authority of the manager and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the manager. The members may appoint one or more managers and grant them such authority as specifically provided by statute or by the Operating Agreement. The initial manager shall be PowerPlay Management, Inc., and its mailing address is 6704 Benjamin Road, Suite 100, Tampa, FL 33634, Attn: Milind Bharvirkar.

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 continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

ARTICLE VII RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

ARTICLE VIII OPERATING AGREEMENT

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 401 East Jackson Street, Suite 1700, Tampa, Florida 33602, and the name of its initial registered agent is American Information Services, Inc. The Company may change its registered office or its

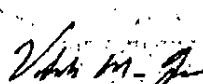
Article:
PowerPlay ONLINE, LLC

registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE X ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of PowerPlay ONLINE, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 26 day of September, 2007.

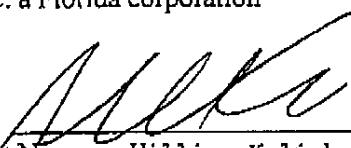

Vitaus M. Gulbis
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of POWERPLAY ONLINE, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations set forth in Section 608.415, Florida Statutes.

EXECUTED this 26 day of September, 2007.

AMERICAN INFORMATION SERVICES,
INC. a Florida corporation

By: 
Print Name: William Kalish
Print Title: Vice President