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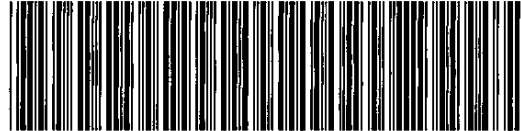
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07 NOV 20 PM 3:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 NOV 20 PM 4:06
SECRETARY OF STATE
DIVISION OF CORPORATIONS

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: GAME POINTE HOLDINGS, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Breck Brannen

(Name of Person)

Pennington Law Firm

(Firm/Company)

215 S. Monroe Street, 2nd Floor

(Address)

Tallahassee, FL 32301

(City/State and Zip Code)

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For further information concerning this matter, please call:

Breck Brannen

(Name of Person)

at (**850**) **222-3533**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION
OF
GAME POINTE HOLDINGS, LLC

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DIVISION OF CORPORATIONS
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The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME.

The name of the Limited Liability Company is Game Pointe Holdings, LLC (hereinafter referred to as the "Company").

2. PERIOD OF DURATION.

The period of duration of the Company shall not exceed the maximum term permitted under the Florida Limited Liability Company Act. The Company may be dissolved sooner, however, as provided in the Florida Limited Liability Company Act or the written Operating Agreement to be executed by all of the Members of the Company.

3. PURPOSE.

The purpose for which the Company is organized is to purchase, own, market, sell, lease, mortgage, develop and do everything incidental or necessary relating to real property and personal property, including development, marketing, and brokering and to engage in any and all other businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS.

The street address of the place of business in Florida for the Company is 3204 Horseshoe

Trail, Tallahassee, Florida 32312, and the mailing address for the Company is 2910 Kerry Forest Parkway, Suite D4-282, Tallahassee, Florida 32309. Such addresses may be changed from time to time as provided in the Operating Agreement.

5. REGISTERED AGENT.

The initial registered agent in Florida for the Company is: Jake Whitfield, and the initial registered office is located at 3204 Horseshoe Trail, Tallahassee, Florida 32312.

6. INITIAL CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Company is as follows: One Hundred and No/100 Dollars (\$100.00) in cash.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all Members and the times at which such contributions shall be made, are as follows: No total additional contributions have been agreed to as of the date of filing of these Articles of Organization. Additional contributions, if any, will be made as provided in the Operating Agreement.

8. CONTINUITY OF 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 be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

9. MANAGEMENT.

The Company shall be managed by its members under such terms and conditions as set forth in the Operating Agreement.

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10. INDEMNIFICATION.

Unless expressly agreed otherwise in writing by all of the Members, the Company shall indemnify any Member, Manager, former Member or former Manager to the full extent permitted under the Florida Limited Liability Company Act.

11. EFFECTIVE TIME.

These Articles shall be effective when filed with the Florida Department of State.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
07 NOV 20 PM 4: 06

Executed at Tallahassee, Florida, on this 20 day of November, 2007.

By: J. D. Whitfield
Name: JAKE WHITFIELD
Member

STATE OF FLORIDA

COUNTY OF Leon

The foregoing instrument was acknowledged before me this 20th day of November, 2007, by Jake Whitfield, Member of Game Pointe Holdings, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or has produced _____ as identification.

Renee C. Traynor
NOTARY PUBLIC - STATE OF FLORIDA

(SEAL)

Print, Type or Stamp Name of Notary Public



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the company is: Game Pointe Holdings, LLC
2. The name and address of the registered agent and office is:

Jake Whitfield
(NAME)

3204 Horseshoe Trail
(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32312
(CITY/STATE/ZIP)

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By: J. P. Whitfield
Name: JAKE WHITFIELD
Date: 11/20/07
Member of Game Pointe Holdings, LLC

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.

SIGNATURE J. P. Whitfield
DATE 11/20/07

REGISTERED AGENT FILING FEE: \$25.00