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LAW OFFICES OF
HOWARD A. ROSE
20495 N.E. 34TH COURT
AVENTURA, FLORIDA, 33180

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February 3, 1997

Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

200002081372--9
-02/07/97--01051--001
***285.00 ***285.00

Re: Aventura Gaming Partners, Inc.
File No. 97-1091

Dear Sir:

Enclosed please find our check payable to your order in the amount shown below and the original and one copy of the Articles of Organization for a Limited Liability Company. The funds enclosed are as follows:

Filing fee	\$ 250.00
Certified copy	-0-
Registered agent fee	<u>35.00</u>
Total	\$ 285.00

Please file the articles and return the copy of the Articles of Incorporation to this office at your earliest convenience.

Yours truly,


Howard A. Rose

Enclosures

Cooper Aventura Art. of Incorp transmittal letter

FILED
97 FEB - 7 PM 2:33
TALLAHASSEE, FLORIDA
XB
2-10-97

ARTICLES OF ORGANIZATION
OF
SOUTH FLORIDA GAMING TECHNOLOGIES, L.C.

FILED
97 FEB -7 PM 2:38
SECRET
TALLAHASSEE, FLORIDA

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 South Florida Gaming Technologies, L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 18011 Biscayne Blvd. Suite 604, North Miami Beach, Florida 33180.

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.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Harry Cooper, 18011 Biscayne Blvd., suite 604, North Miami Beach, Florida 33180.

ARTICLE V - CAPITAL CONTRIBUTION

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII - 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. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfers by unanimous written consent.

ARTICLE VIII-TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by the members 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. The names and address of the members of the company are:

NAME
HARRY COOPER

ADDRESS
18011 Biscayne Blvd. Ste 604
North Miami Beach, Fla. 33180

JON GOTTESMAN

9097 N.W. 53rd Manor
Coral Springs, Fla. 33067

LARRY GOLDBERG

805 3rd Ave., 22nd Floor
New York, N.Y. 10022

IN WITNESS WHEREOF, the undersigned organizers have made and
subscribed these articles of organization at Miami, Florida, on
this February 1, 1997.

Harry Cooper
organizer

Jon Gottesman
organizer

STATE OF FLORIDA
COUNTY OF DADE

Harry D. Cooper
Applicant

Sworn to (or affirmed) and subscribed before me this 1st day
of February, 1997, by Harry Cooper

PAY TO THE ORDER OF
CITY NATIONAL BANK
NORTH MIAMI, FL 33181
080004387 4

FOR DEPOSIT ONLY
HOWARD A. ROSE
ATTORNEY AT LAW
8012894064

Howard A. Rose
Notary Public - State of Florida

HOWARD A. ROSE
Print, Type, or stamp
commissioned Name of
Notary Public

Cooper So. Fla. Gaming art. Of LLC



HOWARD A. ROSE
MY COMMISSION # 00257032 EXPIRES
February 18, 1997
BONDED THROUGH TRISTY FARM INSURANCE, INC.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED
97 FEB -7 PM 2:38
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned member of South Florida Gaming Technologies, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. If any, the agreed value of the property other than cash contributed by member(s) is none.
4. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. The total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: February 1, 1997

Name

Harry Cooper
HARRY COOPER

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

Harry Cooper
APPLICANT

Sworn to and subscribed before me this 1 day of February, 1997, by HARRY COOPER.

Howard A. Rose
Notary Public - State of Florida

Cooper Affidavit of Members so Fla. Gaming



HOWARD A. ROSE
MY COMMISSION # CC257062 EXPIRES
February 18, 1997
BONDED THRU TROY FAH INSURANCE, INC.

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
97 FEB -7 PM 2:38
SECRET
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That SOUTH FLORIDA GAMING TECHNOLOGIES, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation at City of North Miami Beach County
(City)
of Dade, State of Florida
(County) (State)
has named Harry Cooper
(Name of Resident Agent)
located at 18011 Biscayne Blvd. Suite 604
(Street address and number of building,
Post Office Box address not acceptable)
City of North Miami Beach, County of Dade
(City) (County)
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said
office.

By

Harry Cooper
Signature
(resident agent)