

March 24, 1999

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

300002821279--4

-03/29/99--01029--004

***346.25 ***346.25

To Whom It May Concern:

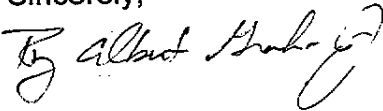
Enclosed are the documents and payment required for the formation of the Online Gaming League, L.L.C. The documents included are the Certificate of Designation of Registered Agent and the Articles of Organization.

Payment included is for the articles fee, designation of registered agent, certificate of status, and one certified copy of the letter of the certificate of status.

As the registered agent, my contact information is provided below.

Ray Albert Graham, Jr.
4565-2 Lake Waterford Way
Melbourne, FL 32901
Daytime telephone: 407-727-5013
Evening telephone: 407-725-8208

Sincerely,



Ray Albert Graham, Jr.

FILED
99 APR 19 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L99-2227

Name	GR-420
Availability	
Document	
Examiner	
Notarizer	
Notary	
Verifier	
Acknowledgment	
W. P. Verifier	

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

April 15, 1999

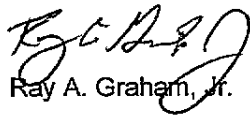
Dear Katherine Harris,

In response to letter number 199A00016639, the LLC applicant Online Gaming League, the registered agent being Ray A. Graham Jr., has enclosed the requested modified affidavit.

Ray Graham, Jr. can be contacted via the information shown below, if anything else is required.

Ray Graham, Jr.
4565-2 Lake Waterford Way
Melbourne, FL 32901
Day Phone: 407-727-5013
Evening Phone: 407-725-8208

Sincerely,


Ray A. Graham, Jr.

99 APR 19 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 1, 1999

RAY ALBERT GRAHAM, JR.
4565-2 LAKE WATERFORD WAY
MELBOURNE, FL 32901

SUBJECT: ONLINE GAMING LEAGUE, L.L.C.
Ref. Number: W99000007874

We have received your document for ONLINE GAMING LEAGUE, L.L.C. and your check(s) totaling \$346.25. However, the document has not been filed and is being retained in this office for the following:

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 199A00016639

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 19 PM 5:00

FILED

ARTICLES OF ORGANIZATION
OF
ONLINE GAMING LEAGUE, L.L.C.

Under Section 608.407, Florida Statutes,

THE UNDERSIGNED, being a natural person of at least eighteen (18) years of age and acting as the organizer of the limited liability company (the "Company") hereby being formed under Section 608.407, Florida Statutes (the "Act"), certifies that:

FIRST: The name of the Company is **Online Gaming League, L.L.C.**

SECOND: The Secretary of State is designated as the agent of the Company upon whom process against the Company may be served. The mailing and street address of the principal office of the Company within the State of Florida to which the Secretary of State shall mail a copy of any process against the Company served upon such Secretary of 102 E. New Haven Avenue, Suite 154, Melbourne, FL 32901.

THIRD: The latest date on which the Company is to dissolve is December 31, 2099.

FOURTH: The Company is to be managed by one or more members or a class and classes of members and the names and addresses of the managing members are:

Ray Albert Graham, Jr. (35%)
4565-2 Lake Waterford Way
Melbourne, FL 32901

James David Stearns (25%)
309 E 2nd Avenue
Dubois, Pa 15801

Jeremy Shao (20%)
59 Livingston Street
Brooklyn Heights, NY 11201

Infinity Interactive, Inc. (15%)
625 Broadway, 9th Floor
New York, NY 10012

Daniel Condon (5%)
1286 Northwest 126th Avenue
Fort Lauderdale, FL 3332

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99 APR 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

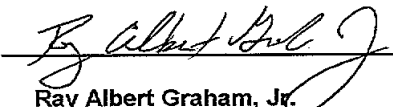
FIFTH: The Company shall admit an additional member or members only when a majority in capital interests of the current Members determine, in their sole discretion, to admit an additional member or members.

SIXTH: The Company shall be dissolved and wound up 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, unless, within 180 days after the occurrence of any such event, a majority in capital interests of the remaining Members determined, in each case as of the date of such event, in their sole discretion, to continue the business of the Company.

SEVENTH: The undersigned member of the Company certifies:

- (A) the Company has at least one member;
- (B) the total amount of cash contributed by the members is \$3000;
- (C) the agreed value of property other than cash contributed by members is \$103,000;
- (D) the total amount of cash and property contributed and anticipated to be contributed by members is \$106,000

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


Ray Albert Graham, Jr.
Sole Organizer and a Member
4565-2 Lake Waterford Way
Melbourne, FL 32901



PATRICIA D CHADWICK
My Commission CC571156
Expires Jul. 21, 2000

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 Online Gaming League, L.L.C.

2. The name and the Florida address of the registered agent are:

Ray Albert Graham, Jr.
4565-2 Lake Waterford Way
Melbourne, FL 32901

3. The undersigned certifies:

- (A) the total amount of cash contributed by the members is \$3000 cash;
- (B) the agreed value of property other than cash contributed by members is \$103,000, consisting of the following:
 - (1) \$97,000 for the software used to perform the actions required by the company, and
 - (2) \$6,000 for the computer equipment required to execute the above said software;
- (C) the total amount of cash and property contributed and anticipated to be contributed by members is \$106,000.

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

B. A. Graham, Jr.
Signature

Patricia D. Chadwick



PATRICIA D CHADWICK
My Commission CC571156
Expires Jul. 21, 2000

99 APR 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

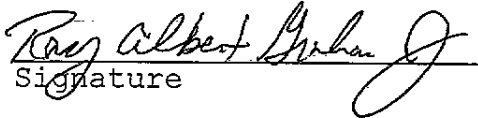
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Ray Albert Graham, Jr.
4565-2 Lake Waterford Way
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Signature





PATRICIA D CHADWICK
My Commission CC571156
Expires Jul. 21, 2000

FILED
99 APR 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA