

L99000002571

Alan R. Horne
1417 N. Semoran Blvd. Suite 201
Orlando, FL 32807
407-650-2509

April 30, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed please find Articles of Organization for ChoiceWorks, LLC., the filing fees for same and the registered agent designation and fee. Please return the certificate of organization to me at the above address.


Alan R. Horne

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Choice Works, LLC

ARTICLE II - Address;

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

1417 N. Semoran Blvd. Suite 201
Orlando, FL 32807

ARTICLE III - Duration:

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

Filing date until March 31, 2029

ARTICLE IV - MANAGEMENT:

(Check the appropriate line and complete the statement)

 The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

 X The Limited Liability Company is to be managed by the member and the name and address of the managing member is:

Borgate, Inc.
P.O. Box 761
151-155 Horton Parade, Suite 11
Maroochydore, Queensland 4558
Australia

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Unless and until admitted as a Member of the Company, the transferee of a Membership Interest shall not be entitled to any of the rights, powers,

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or privileges of a Member, except that the transferee shall be entitled to receive the distributions and allocations to which the Member would be entitled but for the transfer of his Membership Interest.

In the case of a person acquiring a Membership Interest after the admission of Initial Members, the person shall only be admitted to Membership in the sole and exclusive discretion of the Managers and upon compliance with all the terms specified by the Managers, including but not limited to such additional Member's execution of and becoming a party to this Agreement.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on 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 limited liability company shall be:

That additional members may be added, in accordance with the laws of the State of Florida, and continue the operation of this LLC, in accordance with the laws of the State of Florida, for the remaining life of this LLC as set forth in the Operating Agreement.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned authorized representative of the member, Borgate, Inc., certifies:

- 1) the above named Limited Liability Company has at least one member;
- 2) the total amount of cash contributed by the member is \$300.00
- 3) if any, the agreed value of the property other than cash contributed by member is
- 4) the total amount of cash and property contributed and anticipated to be contributed by member is \$300.00.

Borgate, Inc.

By: Alan R. Horne
Alan R. Horne, Director

Filing Fee: \$250.00 for Articles and Affidavit

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

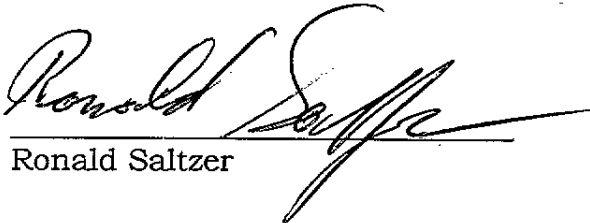
I. The name of the Limited Liability Company is:

ChoiceWorks, LLC

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

Ronald Saltzer
485 West New York Ave.
Orange City, FL 32763

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


Ronald Saltzer

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Filing Fee: \$35 for Designation of Registered Agent