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## LIMITED LIABILITY COMPANY

NORTH AMERICAN CORPORATE GAMES, L.L.C.

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ARTICLES OF ORGANIZATION  
OF  
NORTH AMERICAN CORPORATE GAMES, L.L.C.

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The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, hereby adopts the following Articles of Organization.

ARTICLE I  
NAME

The name of the Limited Liability Company shall be NORTH AMERICAN CORPORATE GAMES, L.L.C.

ARTICLE II  
ADDRESS

The mailing and street address of the principal office of the Limited Liability Company is 11891 U.S. Highway One, North Palm Beach, Florida 33408.

ARTICLE III  
MEMBERS RIGHTS TO CONTINUE BUSINESS

The period of duration for the Limited Liability Company shall be thirty (30) years, unless terminated earlier by death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrences of any other event which terminates the continued membership of a member, unless the business of the Limited Liability Company is continued by the consent of all of the remaining members.

ARTICLE IV  
PURPOSE

The Limited Liability Company has been organized for any lawful purpose under Florida law, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

DeSantis, Gaskill,  
Smith & Shenkman, P.A.  
11891 U.S. Highway One  
North Palm Beach, FL 33408  
561-622-2700  
Conrad J. DeSantis, Esq.  
Fla. Bar #126858

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## ARTICLE V MANAGEMENT

The management of the Limited Liability Company shall be vested in the members, in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time properly reflecting any additional contributions or withdrawals by the members.

The initial members of the Limited Liability Company are Alfred Zucaro, Jr., of 1555 Palm Beach Lakes Blvd., Suite 1501, West Palm Beach, Florida 33401, Conrad J. DeSantis, 11891 U.S. Highway One, North Palm Beach, Florida 33408, William A. Kulok of 116 Echo Drive, Jupiter, Florida 33458, and William J. Pittler of 8525 Egret Meadow Lane, West Palm Beach, Florida 33412.

## ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

## ARTICLE VII AMENDMENT OF REGULATIONS

The power to adopt, alter, amend or repeal the Operating Agreement of this Limited Liability Company shall be vested in the Members of the Limited Liability Company.

## ARTICLE VIII TRANSFERABILITY OF MEMBER'S INTEREST

The beneficial interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Limited Liability Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

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## ARTICLE IX

WITHDRAWAL OR REDUCTION OF  
MEMBER'S CONTRIBUTIONS TO CAPITAL

A withdrawing Member shall not receive out of the Company any distribution until all liabilities of this Limited Liability Company, except liabilities to Members on account of their contributions to capital, do not exceed the value of the Limited Liability Company's assets.

ARTICLE X  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office is: 11891 U.S. Highway One, North Palm Beach, Florida 33408. The initial registered agent for the Company shall be Conrad J. DeSantis.

ARTICLE XI  
COMMENCEMENT OF EXISTENCE

The Limited Liability Company shall be deemed to commence its existence upon the date of filing these Articles of Organization.

IN WITNESS WHEREOF, I have subscribed my name this 17th day of August, 1999.

  
Alfred Zucaro, Jr.  
Conrad J. DeSantis  
William A. Kulok

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William J. Pittler

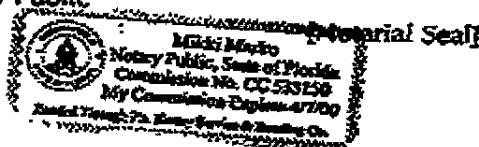
STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 17th day of August 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Alfred Zucaro, Jr., to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Nikki Marks, Notary Public

(Name of Notary printed, typed, or stamped)



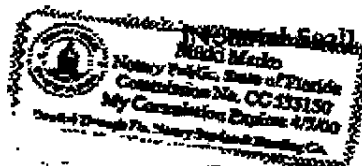
STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 17th day of August 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Conrad J. DeSantis, to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Nikki Marks, Notary Public

(Name of Notary printed, typed, or stamped)



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STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 17<sup>th</sup> day of August 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared William A. Kulok, to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

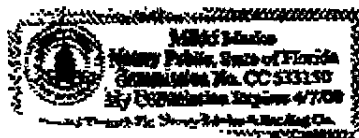
IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Mikki Marko

Notary Public

(Name of Notary printed, typed, or stamped)

[Notarial Seal]

STATE OF ~~FLORIDA~~ MARYLAND  
COUNTY OF ~~Palm Beach~~ Prince Georges

On this 17<sup>th</sup> day of August 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared William J. Pittler, to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Jeanne M. Facchina

Notary Public

Jeanne M. Facchina  
(Name of Notary printed, typed, or stamped)

My Commission Expires: 11/01/02

[Notarial Seal]



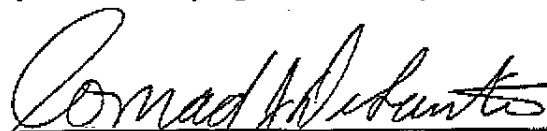
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Liability Company, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provision keeping said office open.

  
Conrad J. DeSantis  
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
NORTH AMERICAN CORPORATE GAMES, L.C.

The undersigned Members of NORTH AMERICAN CORPORATE GAMES, L.C., execute this Affidavit filed pursuant to Section 608.407(2) and depose and say:

- 1) the above-named limited liability company has at least two members.
- 2) the total amount of cash contributed by the members \$ 10,000.00  
(no non-cash property has been contributed by the members)
- 3) the amount of cash or property anticipated to be contributed by members is \$ 10,000.00
- 4) the total amount of 2 and 3 is \$ 20,000.00

Dated: AUG 17, 1999  
Alfred Zucaro, Jr.  
Conrad J. DeSantis  
William A. Kulok  
William J. Pittier

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