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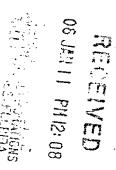


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MILLED SECRETARY OF STATE



CT CORPORATION

January 11, 2006

Department of State, Florida Clifton Building 2611 Executive Center Circle Tallahassee FL 32301 THE LED STATES

Re:

Order #: 6545169 SO

Customer Reference 1:

Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Ultimate Entertainment Group LLC (DE) Registration Florida

Ultimate Entertainment Group LLC (DE) Cert Copy of Application for Authority-Foreign Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

1203 Governors Square Blvd. Tallahassee, FL 32301-2960 Tel. 850 222 1092

Fax 850 222 7515

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REC LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: 1 Ultimate Entertainment Group LLC (Name of Foreign Limited Liability Company) 2. Delaware (FEI number, if applicable) (Jurisdiction under the law of which foreign limited liability company is organized) 5. perpetual 4. December 30, 2005 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") January 5, 2006 (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 7217 Gulf Boulevard. Suite 1 St. Pete Beach FL 33741 (Street Address of Principal Office) 8. If limited liability company is a manager-managed company, check here 9. The name and usual business addresses of the managing members or managers are as follows: UEG Management Corp., 17620-A Redland Road, Rockville, MD 20855 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: Entertainment on the internet and related activities. Signature of a member or an authorized representative of a member.

UEG Management Corp., Manager, by Sean Trotter, President

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

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.

The name of the Limited Liability Company is: Ultimate Entertainment Group LLC		
C T Corporation	System	
(Name)		
1200 South Pine Isl	sland Road	
Florida Street Address (P.O. Bo	DX NOT ACCEPTABLE)	
Plantation, Florida	la 33324	
City/Stat	te/Zip	
Having been named as registered agent and to accept ser liability company at the place designated in this certificat agent and agree to act in this capacity. I further agree to relating to the proper and complete performance of my do obligations of my position as registered agent as provided	ate, I hereby accept the appointment as registered to comply with the provisions of all statutes thuties, and I am familiar with and accept the	

LAUF**E**N H. KREATZ. SPECIAL AS SISTANT SECRETARY

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

PAGE 1

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ULTIMATE ENTERTAINMENT GROUP LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF JANUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Warriet Smith Hindson
Harriet Smith Windson, Secretary of State

thet sitted villesor, secretary or state

AUTHENTICATION: 4437189

DATE: 01-10-06

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