
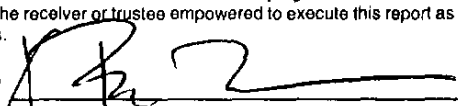


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	FILED 98 APR 20 PM 1:57 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE		
1. Name and Mailing Address of Limited Liability Company DOCUMENT # M96000000115 SEGA GAMEWORKS L.L.C. 255 SHORELINE DRIVE, SUITE 400 REDWOOD CITY CA 94065		1a. Principal Place of Business Address 255 SHORELINE DRIVE, SUITE 4 REDWOOD CITY CA 94065		
2. Principal Place of Business 10 UNIVERSAL CITY PLAZA Suite, Apt. #, etc. SUITE 3300 City & State UNIVERSAL CITY, CA Zip 91608 Country USA		2a. Mailing Address 10 UNIVERSAL CITY PLAZA Suite, Apt. #, etc. SUITE 3300 City & State UNIVERSAL CITY, CA Zip 91608 Country USA		3. Date Organized or Qualified 04/05/1996 3a. State of Formation DE 4. FEI Number 94-3239306 5. Date of Last Report 04/14/1997 6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>
7. Name and Address of Current Registered Agent THE PRENTICE HALL CORPORATION SYSTEM, 1201 HAYS STREET, SUITE 105 TALLAHASSEE FL 32301		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 200002498862--6 City 04/24/98 01009-004 FL 32308 ***188.75 ***188.75		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.				
SIGNATURE _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstalling)</small>				
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code
MGR	ROSEN, DAVID	255 SHORELINE DRIVE, SUITE		REDWOOD CITY CA
MGR	NELSON, RONALD	255 SHORELINE DRIVE, SUITE		REDWOOD CITY CA
MGR	UEHARA, TAKESHI	255 SHORELINE DRIVE, SUITE		REDWOOD CITY CA
MGR	GUMPEL, GLENN	255 SHORELINE DRIVE, SUITE		REDWOOD CITY CA
MGR	MULLIGAN, BRIAN C	255 SHORELINE DRIVE, SUITE		REDWOOD CITY CA
	SEE ATTACHED LIST			
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address. SIGNATURE:  <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small> <div style="text-align: right;"><small>Date</small> 4/24/98 <small>Daytime Phone #</small></div>				

Management Committee Members:

	<u>Sega GameWorks L.L.C.</u>	<u>Address:</u>
Glenn Gumpel	Manager	Executive Vice President Universal Studios Recreation Group Universal Studios, Inc. 100 Universal City Plaza Building 500, Floor 12 Universal City, CA 91608
Jeffrey Katzenberg	Manager	DreamWorks SKG 100 Universal City Plaza Building 477 Universal City, CA 91608
Brian C. Mulligan	Manager	Sr. Vice President Corporate Development & Strategic Planning Universal Studios, Inc. 100 Universal City Plaza Building 500, Fifth Floor Universal City, CA 91608
Hayao Nakayama	Manager	Representative Director, President and Chief Executive Officer Sega Enterprises, Ltd. (Japan) 2-12, Haneda 1-chome Ohta-ku, Tokyo 144 Japan
Ronald Nelson	Manager	No Title DreamWorks SKG 100 Universal City Plaza Building 477 Universal City, CA 91608
Charles S. Paul	Manager	Chairman and Chief Executive Officer Sega GameWorks L.L.C. 10 Universal City Plaza, Suite 2350 Universal City, CA 91608
David Rosen	Manager	President Infoera, Inc. 2049 Centural Park East Suite 2120 Los Angeles, CA 90067
Takeshi Uehara	Manager	Senior Vice President Sega Enterprises, Inc. (U.S.A.) 255 Shoreline Drive Redwood City, CA 94065