


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**FILING FEE** Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee  
\$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company  
**DOCUMENT # M96000000115**  
  
SEGA GAMEWORKS L.L.C.  
10 UNIVERSAL CITY PLAZA  
SUITE 3300  
UNIVERSAL CITY CA 91608

1a. Principal Place of Business Address  
  
10 UNIVERSAL CITY PLAZA  
SUITE 3300  
UNIVERSAL CITY CA 91608

2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

3. Date Organized or Qualified 04/05/1996	3a. State of Formation DE
4. FEI Number 94-3239306	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report 04/20/1998	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

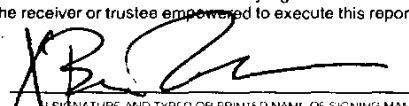
8. Name and Address of New Registered Agent/Office  
  
Name  
Street Address (P.O. Box Number is Not Acceptable)  
700002888377  
Suite, Apt. #, etc.  
-05/07/99--01141--019  
\*\*\*\*188.75 \*\*\*\*188.75  
City  
FL  
Zip Code

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 \_\_\_\_\_  
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	ROSEN, DAVID	2049 CENTRAL PARK EAST	LOS ANGELES CA
MGR	NELSON, RONALD	10 UNIVERSAL CITY PLAZA	UNIVERSAL CITY CA
MGR	UEHARA, TAKESHI	255 SHORELINE DRIVE, SUITE	REDWOOD CITY CA
MGR	GUMPEL, GLENN	10 UNIVERSAL CITY PLAZA	UNIVERSAL CITY CA
MGR	CHARLES S. PAUL	10 UNIVERSAL CITY PLAZA	UNIVERSAL CITY, CA
MGR	MULLIGAN, BRIAN C	10 UNIVERSAL CITY PLAZA	UNIVERSAL CITY CA
MGR	KATZENBERG, JEFFREY	10 UNIVERSAL CITY PLAZA	UNIVERSAL CITY CA

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:  BRUCE NUSSBAUM  
SR. VP - CORP. DEVELOPMENT 4/19/99 (euc) 771-4265  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER GENERAL COUNSEL Date Daytime Phone #

**Sega GameWorks LLC  
Management Committee Members**

**Glenn Gumpel**  
Executive Vice President  
Universal Studios Recreation Group  
Universal Studios, Inc.  
100 Universal City Plaza  
Building 500, Floor 12  
Universal City, CA 91608

**Jeffrey Katzenberg**  
DreamWorks SKG  
100 Universal City Plaza  
Building 477  
Universal City, CA 91608

**Michael Corcoran**  
Sr. Vice President  
Universal Studios  
100 Universal City Plaza  
Building 500, Floor 11  
Universal City, CA 91608

**Hayao Nakayama**  
Representative Director,  
President and Chief Executive Officer  
Sega Enterprises, Ltd. (Japan)  
2-12, Haneda 1-chome  
Ohta-ku, Tokyo 144  
Japan

**Ronald Nelson**  
DreamWorks SKG  
100 Universal City Plaza  
Building 477  
Universal City, CA 91608

**Charles S. Paul**  
Chairman and Chief Executive Officer  
Sega GameWorks L.L.C.  
10 Universal City Plaza, Suite 2350  
Universal City, CA 91608

**David Rosen**  
President  
Infoera, Inc.  
2049 Centural Park East  
Suite 2120  
Los Angeles, CA 90067

**Yoshio Sakai**  
Managing Director  
Sega Enterprises, Ltd.  
12-14, Higashi-kajiya 2-chome  
Ohta-ku, Tokyo 144 Japan

**Takeshi Uehara**  
Senior Vice President  
Sega Enterprises, Inc. (U.S.A.)  
255 Shoreline Drive, Suite 400  
Redwood City, CA 94065