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CONTACT PERSON: Janna Wilson

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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 REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

BMCF Gaming, L.L.C. (Name of foreign l	imited	liability company)	
Delaware	3.	94–3309549	
risdiction under the law of which foreign limited liability upany is organized)	J	(FEI number, if app	licable)
June 25, 1998	5	perpetual	-
(Date of Organization)	ā	Duration: Year limited liability co exist or "perpetual")	ompany will cea
upon filing			
(Date first transacted business in Florida. (Se	e secti	ions 608.501, 608.502, and 817.15	55, F.S.)
6200 S. Quebec, Ste. 250 AS, Englewood	od, C	0 80111	
(Street address	of pri	ncipal office)	
st name, title, and business address of each manage in manage the foreign limited liability company in NAME & ADDRESS:	ging r n Flor	nember[MGRM] or manager rida: (attach additional page NAME & ADDRESS:	if necessary)
Il manage the foreign limited liability company is NAME & ADDRESS: TITLE:	ging r n Flor	rida: (attach additional page	if necessary)
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Il manage the foreign limited liability company is NAME & ADDRESS: TITLE:	ging r n Flor	rida: (attach additional page	SECRETARY OF SURPURE O

BMCF GAMING, LLC MEMBERS

MEMBERS	TITLE	ADDRESSES		
Kimberly S. Patmore	Chief Financial Officer Director Secretary	HOME ADDRESS 5083 E. Otero Circle Littleton, CO 80122 (303) 770-5836		
		BUSINESS ADDRESS 6200 S. Quebec Street Englewood, CO 80111 (303) 488-8388		
		Date of Birth: 8/28/56		
Kirk Sanford	President Sales & Marketing	HOME ADDRESS 20 Black Fox Way Redwood City, CA 94062		
		BUSINESS ADDRESS 1290 Oakmead Parkway Sunnyvale, CA 94086 (800) 872-8572		
		Date of Birth: 12/31/66		
Brent Willing	Executive Vice President Operations Director Chief Operating Officer	HOME ADDRESS 80669 Kim Court Parker, CO 80134 BUSINESS ADDRESS		
		6200 S. Quebec Street Englewood, CO 80111 (303) 967-3190		
		Date of Birth: 4/29/48		
Larry Davis	Vice President	HOME ADDRESS 446 Windstone Drive Portsmouth, RI 02871 (401) 682-1562		
		BUSINESS ADDRES 5301 Maryland Way Brentwood, TN 37027 (615) 370-7633		
		Date of birth: 2/17/38		

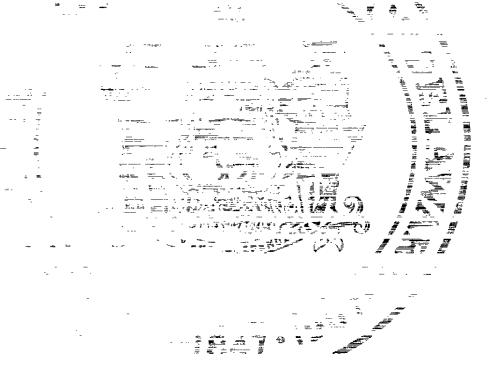
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BMCF GAMING, L.L.C." 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 TWENTY-SECOND DAY OF DECEMBER, A.D. 1998.

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



2913302 8300 981496677



H- Jul 12-22-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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.

1. The name of the Limited Liability Company is:								
	BMCF Gaming, L.L.C.							
2.	The name and the Florida street address of the registered agent and office are:							
	Corporation Service Company							
	(Name)							
	1201 Hays Street Florida street address (P.O. Box NOT ACCEPTABLE)							
	Fiorida street address (F.O. Dox MOI Accer (ABLE)							
·	Tallahassee FL 32301							
	City/State/Zip							

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.

Corporation Service Company

By: (Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of	<u> </u>		
certifies:			
1) the above named limited liability company has at least one member;			
2) the total amount of cash contributed by the member(s) is	\$_	0	
3) if any, the agreed value of property other than cash contributed by member(s) is	\$	0_	_
(A description of the property is attached and made a part hereto.) and 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is	\$	0	
(This total includes amounts from 2 and 3 above.)			
Breux sleig			
Signature of a member or an authorized representative of a mem (In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)	iber.		
Brent Willing			
Typed or printed name of signee			

Filing Fee: \$250.00 for Application and Affidavit