

MA8000001605



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 075699 5052101

AUTHORIZATION

COST LIMIT : \$285,000

Patricia Pyzdek

ORDER DATE : December 22, 1998

ORDER TIME : 11:53 AM

ORDER NO. : 075699-045

000002725320--2

CUSTOMER NO: 5052101

CUSTOMER: Ms. Terri Alberhasky
First Data Corporation
2121 North 117th Avenue
Omaha, NE 68164-3600

RECEIVED

98 DEC 29 PM 1:23

DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: BMCF GAMING, L.L.C.

98 DEC 29 PM 3:07

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
P. Verifier	MAH

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

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. BMCF Gaming, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 94-3309549
(FEI number, if applicable)
4. June 25, 1998
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 6200 S. Quebec, Ste. 250 AS, Englewood, CO 80111
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>See attached</u>			

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SECRETARY OF STATE
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**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 ADDRESS 5301 Maryland Way Brentwood, TN 37027 (615) 370-7633 Date of birth: 2/17/38

State of Delaware
Office of the Secretary of State

PAGE 1

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

9481683

12-22-98



Edward J. Freel

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)

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 BMCF Gaming, L.L.C.

_____ 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.)



Signature of a member or an authorized representative of a member.
(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.)

Brent Willing

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit