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BUREAU OF CORPORATIONS
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE APR 10 2007

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Raxx II Billiards Inc.

Signature _____

Requested by: _____

Name

Date

Time

Walk-In _____

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- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
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- _____ L.C. File _____
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- _____ Trade/Service Mark _____
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- _____ Art. of Amend. File _____
- _____ RA Resignation _____
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- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
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- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
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- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier

ARTICLES OF INCORPORATION
OF
Raxx II Billiards Inc.

FILED
07 APR -9 PM 12: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is **Raxx II Billiards Inc.**

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 1,000 shares of the common stock at a par value of **\$1.00** per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is **1825 University Boulevard North, Jacksonville FL 32211**. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have **Two (2)** Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors are:

Jad Hanania
7020 Berry Avenue
Jacksonville FL 32211

Karim Bateh
8252 Haverhill Street
Jacksonville FL 32211

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Jad Hanania
7020 Berry Avenue
Jacksonville FL 32211

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

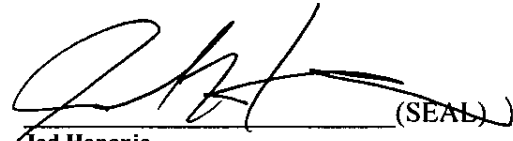
The street address of the initial registered office of this Corporation is **1825 University Boulevard North, Jacksonville FL 32211** and the name of the initial registered agent of this Corporation at that address is **Jad Hanania**

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

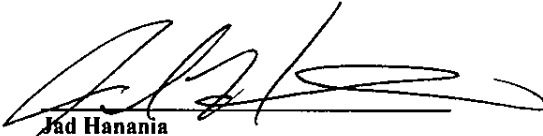
ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

 (SEAL)
Jad Hanania
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for **Raxx II Billiards Inc.**, a Florida corporation, in accordance with Florida Statutes, Section 607.0501.



Jad Hanania

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07 APR -9 PM 12: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA