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LAW OFFICES

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August 25, 1995

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
8-23-95

Re: Sharky's Billiards South Lakeland, Inc.

Gentlemen:

I am enclosing the original and one executed copy of proposed Articles of Incorporation for Sharky's Billiards South Lakeland, Inc. together with a Certificate Designating Resident Agent. Please approve and file the originals and return a certified copy to me.

Also enclosed is my check payable to you for your charges as follows:

Filing Fee	$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
TOTAL	$122.50

Please let us know if anything further is required.

Sincerely,

Ronald T. Murphy

Ronald Murphy GAVE
AUTHORIZATION BY PHONE TO
CORRECT
DATE 9/6/95
DOC EXAM

RTM:cs

Enclosures

D. BROWN SEP - 7 1995

EFFECTIVE DATE
8-23-95

ARTICLES OF INCORPORATION

OF

SHARKY'S BILLIARDS SOUTH LAKELAND, INC.

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Sharky's Billiards South Lakeland, Inc.

ARTICLE II. PERMITTED BUSINESSES AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of billiards and to engage in every aspect and phase of related business.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having no par value. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the board of directors is equivalent to or greater than the value of the shares.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually, beginning August 23, 1995.

ARTICLE V. PRINCIPAL BUSINESS ADDRESS

The street address of the initial principal office of the Corporation in the State of Florida is 4533 South Florida Avenue, Lakeland, Florida 33813. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VI. INITIAL REGISTERED OFFICE, REGISTERED AGENT

The initial registered office of the corporation in the State of Florida is 4533 South Florida Avenue, Lakeland, Florida 33813, Florida, and the name of the corporation's initial registered agent at that address is Jeffrey K. Holden. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more if its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any Bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE IX. ORIGINAL DIRECTORS

The name and street address of each member of the first Board of Directors is:

Name	Address
Jeffrey K. Holden	4533 South Florida Avenue Lakeland, FL 33813

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Name	Address
Jeffrey K. Holden	4533 South Florida Avenue Lakeland, FL 33813

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights under Section 606.0202, Florida Statutes, to constitute a corporation.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

Jeffrey K. Holden,
Incorporator

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that the foregoing Articles of Incorporation were acknowledged before me this 25th day of August, 1995, by Jeffrey K. Holden who is personally known to me or has produced evidence of identification of Florida Driver's License and who did take an oath.

Cindi Starr
Typed name of Notary Public

Cindi Starr
Notary Public State of Florida at Large

My Commission Expires:

CINDI STARR
Notary Public, State of Florida
My comm. expires April 11, 1997
Comm. No. CC275800

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In accordance with Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Statute:

That Sparky's Billiards South Lakeland, Inc. desirin to organize under the laws of the State of Florida, with its principal office, 4533 South Florida Avenue, Lakeland, Florida 33813, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named Jeffrey K. Holden, located at 4533 South Florida Avenue, Lakeland, Polk County, Florida, as its agent to accept service of process within this state.

Jeffrey K. Holden, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §607.0505.

Jeffrey K. Holden,
Registered Agent