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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Professional Billiards Tour, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Diane J. Mackey, Administrator
(Name of Person)
Pro Billiards Tour, Inc.
(Firm/Company)
4412 Commercial Way
(Address)
Spring Hill, FL 34606-1966
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Diane J. Mackey at (352) 596-7808
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
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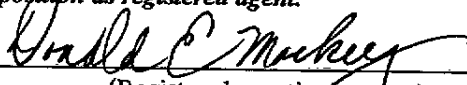
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Professional Billiards Tour, Incorporated
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 59-3163694
(FEI number, if applicable)
4. 01/25/93
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 01/02/97
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4412 Commercial Way
Spring Hill, Florida 34606-1966
(Current mailing address)
8. Sports Promotions
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Donald E. Mackey
Pro Billiards Tour, Inc.
Office Address: 4412 Commercial Way
Spring Hill, Florida, 34606-1966
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Donald E. Mackey

Address: 5124 Kirkwood Avenue Spring Hill, FL 34608-2621

Vice Chairman: Pat Fleming

Address: 119 Clark Street Bloomingdale, NJ 07403

Director: James Rempe

Address: 115 Pellar Avenue Scranton, PA 18505

Director: Ray Shultz

Address: 322 East 20th Street Owensboro, KY 42303

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Pat Fleming

Address: 119 Clark Street
Bloomingdale, NJ 07403

Vice President: Rob Sykora

Address: 6922 Aliceton Avenue
St. Louis, MO 63123

Secretary: Nick Varner

Address: 3721 War Admiral Drive
Owensboro, KY 42303

Treasurer: Howard Vickery

Address: 665 Maclam Drive
Columbus, OH 43204

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Donald E. Mackey, Chairman*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

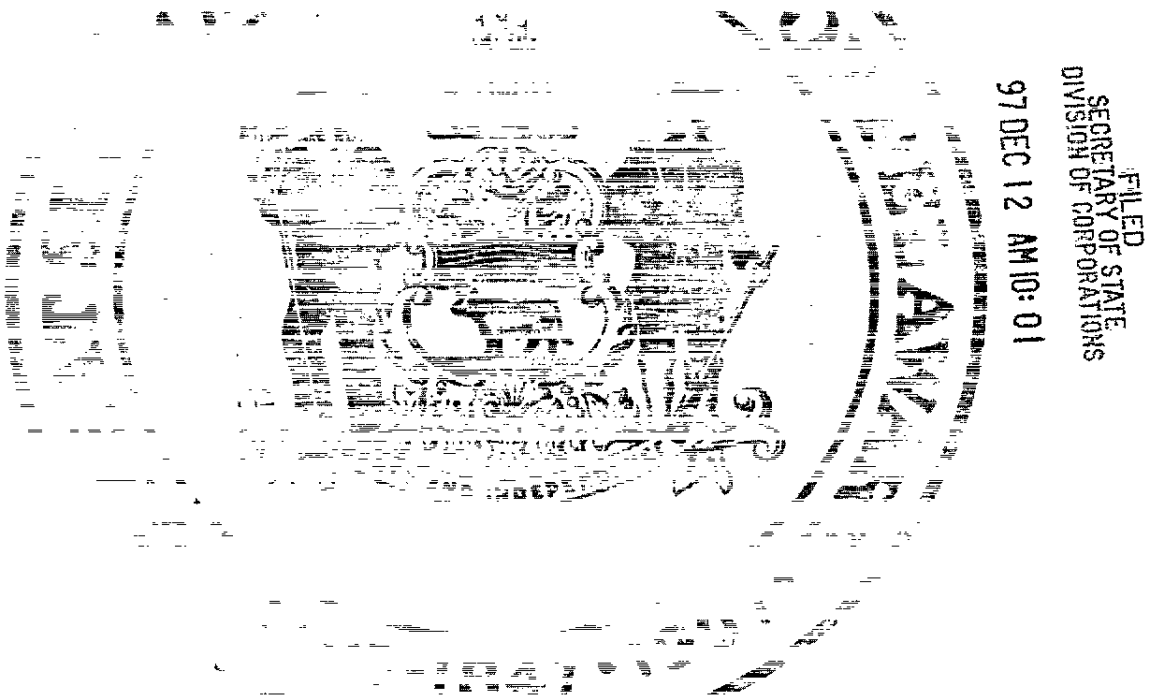
14. Donald E. Mackey, Chairman
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROFESSIONAL BILLIARDS TOUR, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A-LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF NOVEMBER, A.D. 1997.



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Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 11-04-97