

LAW OFFICES
GARY M. KRASNA, P.A.

1900 CORPORATE BOULEVARD, N.W.
SUITE 301, WEST BUILDING
BOCA RATON, FLORIDA 33431

Telephone: 561-995-7700
Telecopier: 561-995-7775
E-Mail: GMKLAW@WORLDNET.ATT.NET

Dade Office:
Penthouse 400
11440 North Kendall Drive
Miami, Florida 33176
Telephone: 305-695-2400

April 7, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500003202425--4
-04/10/00-01158-002
131.25 **87.50


SUBJECT: **THE BILLIARD COLLECTORS CLUB, INC.**

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 covering the filing fee, certified copy and certificate of good standing fees. If you have any questions, please feel free to contact me at the above address and phone.

Thank you in advance for your cooperation in this matter.

Very truly yours,
GARY M. KRASNA, P.A.


Gary M. Krasna

B. BROWN APR 13 2000

ARTICLES OF INCORPORATION
OF

THE BILLIARD COLLECTORS CLUB, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is **THE BILLIARD COLLECTORS CLUB, INC.**

ARTICLE II

The existence of the corporation shall be perpetual and shall begin on the date these articles are filed with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 23123 Sunfield Drive, Boca Raton, FL 33433.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares, with a par value of \$.01 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1900 Corporate Boulevard, N.W., Suite 301W, Boca Raton, Florida 33431. The initial registered agent for the Corporation at that address is Gary M. Krasna.

ARTICLE VI

The corporation is formed to engage in any activity permitted under the laws of the State of Florida.

FILED
00 APR 10 PM 3:25
STATE OF FLORIDA
DEPARTMENT OF STATE

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Gary M. Krasna	1900 Corporate Boulevard, N.W., Suite 301W Boca Raton, Florida 33431

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

The names and street addresses of the initial officers of this corporation are as follows:


Title	Name	Address
President	Brad Hugh Morris	23123 Sunfield Drive Boca Raton, FL 33433
Vice President	Charles Ursitti	246 Lafayette Street New York, NY 10012
Secretary	Brad Hugh Morris	23123 Sunfield Drive Boca Raton, FL 33433

ARTICLE X

The names and street addresses of the initial directors of this corporation are as follows:

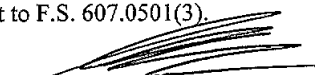
Name	Address
Brad Hugh Morris	23123 Sunfield Drive Boca Raton, FL 33433
Charles Ursitti	246 Lafayette Street New York, NY 10012

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation
this 7th day of April, 2000


Name: Gary M. Krasna

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **THE BILLIARD COLLECTORS CLUB, INC.**, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Gary M. Krasna

Date: April 7, 2000

FILED
00 APR 10 PM 3:25
STATE
OF FLORIDA