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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA
JAN 17 PM 2:56

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DR. BILLIARDS, INC. (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

Walk in Pick up time 2:00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

RECEIVED
01 JAN 17 AM 10:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

100003551661-5
****78.75 ****78.75

Examiner's Initials

Eugene Fitz-Ritson

Attorney-at-law

561 N W 183rd Street

Miami, FL 33169

Tel: (305) 770-0940 Fax: (305) 653-2359

January 10, 2001

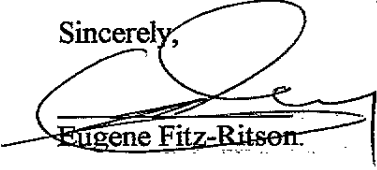
Department of State,
Division of Corporations,
P. O. Box 6327,
Tallahassee, FL 32314

Re: Dr. Billiards, Inc.

Dear Sir,

Enclosed please find original and copy of the Articles of Incorporation for Dr. Billiards, Inc., along with my trust account check number 1362 in the amount of \$78.75 payable to the Florida Department of State to cover the cost of filing and the Certificate of Status.

Sincerely,


Eugene Fitz-Ritson

**ARTICLES OF INCORPORATION
OF
DR. BILLIARDS, INC.**

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01 JAN 17 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation shall be: **DR. BILLIARDS, INC.**

**ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the Corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the Corporation's securities.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial Registered Agent of this Corporation is **MARC O. FITZ-RITSON**. The street address of the initial registered office and principal place of business of the corporation in the State of Florida is **898 NE 160TH TERRACE, NORTH MIAMI BEACH, FLORIDA 33162**.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have One (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the initial director are:

<u>NAME</u>	<u>ADDRESS</u>
MARC O. FITZ-RITSON - PRESIDENT	898 NE 160th Terrace, North Miami Beach, Florida 33162

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is **MARC O. FITZ-RITSON**, of **898 NE 160th Terrace, North Miami Beach, Florida 33162**.

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the Corporation, or any former officer, director, employee, or agent of the Corporation, or any person who at the request of the Corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X
AMENDMENT

The Corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

ARTICLE XI
BUY OUT PROVISION

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 48.091, Florida Statutes, the Corporation named herein, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida:

1. The name of the Corporation is: **DR. BILLIARDS, INC.**
2. The name and address of the registered agent and office are:

MARC O. FITZ-RITSON
898 NE 160TH TERRACE
NORTH MIAMI BEACH, FLORIDA 33162

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.



MARC O. FITZ-RITSON

Date: 01-10-01

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01 JAN 17 PM 2:57
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TALLAHASSEE FLORIDA