



THE UNITED STATES
CORPORATION
COMPANY

P01000027131

ACCOUNT NO. : 072100000032

REFERENCE : 079133 7205420

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigute

01 MAR 15 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : March 15, 2001

ORDER TIME : 1:23 PM

ORDER NO. : 079133-005

CUSTOMER NO: 7205420

CUSTOMER: Sharon A. Lapointe, Paralegal
Sharon A. Lapointe, Paralegal

600 N. Thacker Ave.
Suite A12
Kissimmee, FL 34741

400003854854--7

DOMESTIC FILING

NAME: BEACH CLUB BILLIARDS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RA 2/15/01

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 15 PM 2:31
NOT RECORDED
TO BE ACKNOWLEDGED
SUFFICIENCY OF FILING

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ARTICLES OF INCORPORATION

01 MAR 15 PM 3:18

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEACH CLUB BILLIARDS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I: CORPORATE NAME AND ADDRESS

The name of this corporation is: BEACH CLUB BILLIARDS, INC., and the mailing address of the corporation shall be 3501 W. VINE ST., SUITE 101-103, KISSIMMEE, FL 34741.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV: REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 600 N. Thacker Ave., Suite A-12, Kissimmee, Florida 34741, and the name of the initial registered agent of the corporation at that address is SHARON A. LaPOINTE.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

NADIA LAZRAK
2809 FALLING TREE CIR.
ORLANDO, FL 32837

President/Owner

ARTICLE VII: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NADIA LAZRAK
2809 FALLING TREE CIR.
ORLANDO, FL 32837

President/Owner

SHARON A. LaPOINTE
88 ZACALO WAY
KISSIMMEE, FL 34743

Vice President

ARTICLE VIII. SPECIAL PROVISION

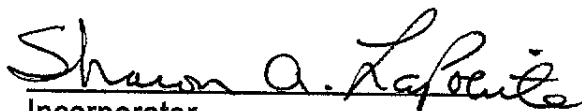
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. Seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

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

Sharon A. LaPointe
600 N. THACKER AVE., SUITE A-12
KISSIMMEE, FL 34741

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of March, 2001.


Incorporator

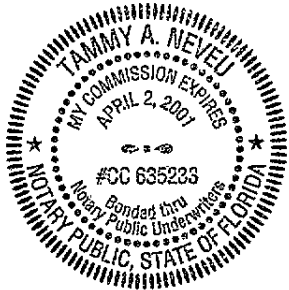
STATE OF FLORIDA
COUNTY OF OSCEOLA

FILED

01 MAR 15 PM 3:18

SECRETARY OF STATE
TAMMY A. NEVEU
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 14th day of March, 2001, by Sharon A. LaPointe who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



Tammy A. Neveu
NOTARY PUBLIC STATE OF FLORIDA
Tammy A. Neveu
PRINTED NAME OF NOTARY PUBLIC

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

Certificate of Registered Agent of BEACH CLUB BILLIARDS, INC.,
pursuant to Florida Statutes, Section 48.091 and 607.0501, the following is
submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 600 N. THACKER AVE., SUITE A-12, KISSIMMEE, FL 34741 has named SHARON A. LaPOINTE as its registered agent to accept service of process within this state. Under that acknowledgment having been named registered agent to accept service of process for the above stated corporation at the place designated in this certificate and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida law in keeping open said office.

Sharon A. LaPointe
Registered Agent