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TRANSMITTAL LETTER

July 10, 2003

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

RE: Incorporation of DJ's Family Billiards, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation. A check for \$78.75 for Filing Fee and Certified Copy is enclosed.

FROM:

John R. Randazzo

5220 Trouble Creek Road New Port Richey, FL 34652

727-849-3068

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SECKETARY OF STATE
TALLAHASSEE, FLORD

ARTICLES OF INCORPORATION OF

DJ's FAMILY BILLIARDS, INC.

ARTICLE I – CORPORATE NAME

The name of the corporation shall be:

DJ's FAMILY BILLIARDS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing on the date these Articles are filed and until dissolved according to Florida law.

ARTICLE III - PURPOSE

This Corporation may engage in 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 IV – CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Stock".

ARTICLE V – INĪTIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The name and street address of the Initial Registered Agent Office and the Principal Office of the Corporation shall be:

JOHN R. RANDAZZO 5220 TROUBLE CREEK ROAD NEW PORT RICHEY, FL 34652

ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator(s) of these Articles of Incorporation is/are:

JOHN R. RANDAZZO 5220 TROUBLE CREEK ROAD NEW PORT RICHEY, FL 34652

ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or appeal the By-Laws shall be vested in the board of Directors and Shareholders.

ARTICLE IX - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE Articles of Incorporation this July 10, 2003

JOHN R. RAN

T TALLAHASSEE, FLORID.

CERTIFICATE OF ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFIED REGISTERED AGENT OF

DJ's FAMILY BILLIARDS, INC.

Pursuant to Florida Statutes Sections 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:

5220 TROUBLE CREEK ROAD NEW PORT RICHEY, FL 34652

Has named: JOHN R. RANDAZZO

Located at the aforesaid address, as its Registered Agent to accept services of process within this state.

ACKNOWLEDGMENT

Having been named as 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 Laws in keeping open said office.

JOHN R. RANDAZZO