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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.
PRO-PLAYER BAR & GRILL, INC.

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ARTICLES OF INCORPORATION
OF
PRO-PLAYERS BAR & GRILL, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: PRO-PLAYERS BAR & GRILL, INC

The principal place of business of this corporation shall be:
4902 NW. 22nd. AVE., MIAMI, FLORIDA, 33142.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
100 all of which shall be common shares (\$1.00) per value each.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

ANTHONY T. DAYS	PRESIDENT	1178 SW. 123 RD-AVE Pembroke Pines, FL., 33025
IMER PEREZ	VICE-PRESIDENT	19805 NW. 54TH. PLACE MIAMI, FL., 33055

Prepared by:
CASTILLO & ASSOCIATES, INC.
542 SW. 12TH. AVE. STE. B
MIAMI, FL., 33130
(305) 649-3403

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this articles of incorporation is(are):

ANTHONY T. DAYS	1178 SW. 123 RD-AVE. Pembroke Pines, FL., 33025
IMER PEREZ	19805 NW. 54TH. PLACE MIAMI, FL., 33055

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 2ND. day of MARCH, 2004.

Signature(s) of Incorporator(s)

x Anthony T. Days
x Imer Perez

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, 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:

PRO-PLAYERS BAR & GRILL, INC.

2. The name and address of the registered agent and office is:

ANTHONY T. DAYS - 1178 SW. 123 RD-AVE
(P.O. BOX NOT ACCEPTABLE)
PEMBROKE PINES, FL., 33025
(CITY/STATE/ZIP)

SIGNATURE *x Anthony T. Days*

TITLE PRESIDENT

DATE MARCH 2ND., 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE *x Anthony T. Days*

DATE MARCH 2ND., 2004