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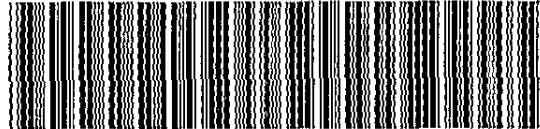
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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CLERK OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 701922 80706A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 11, 2005

ORDER TIME : 10:13 AM

ORDER NO. : 701922-005

CUSTOMER NO: 80706A

DOMESTIC FILING

NAME: SPORTS DEN BILLIARDS II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

SPORTS DEN BILLIARDS II, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNEDS, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes and the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is SPORTS DEN BILLIARDS II, INC.

ARTICLE II

Duration

The term of existence of this corporation is perpetual.

ARTICLE III

Purpose

The corporation may transact any and all business for which corporations may lawfully be incorporated under the Florida Business Corporation Act.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock which the corporation has the authority to issue is ONE HUNDRED (100) shares, all of which shall be common shares with a par value of ONE DOLLAR (\$1.00) each. Common stock of the corporation shall be issued as "Small Business Corporation" stock, in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V

Pre-Emptive Rights Granted

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation, and any securities of the corporation convertible into, or carrying a right to subscribe to or acquire, shares of any such unissued or treasury shares.

ARTICLE VI

Registered Office

The street address of the initial Registered Office of the corporation is 1524 Oberlin Terrace, Lake Mary, Florida 32746, and the name of the initial Registered Agent is DAVID SARDONINI.

ARTICLE VII

Directors

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE VIII

Officers

The officers of the corporation are:

President:	David Sardonini
Vice Presidents:	Kevin Sarro
Secretary:	Allen Lee
Treasurer:	Christopher Conden


ARTICLE IX

Incorporators


The names and addresses of the incorporators are :

<u>Name</u>	<u>Address</u>
David Sardonini	1524 Oberlin Terrace Lake Mary, Florida 32746
Kevin Sarro	1270 Saxon Boulevard Orange City, Florida 32763

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names DAVID SARDONINI and KEVIN SARRO, this 10th day of November, 2005.



David Sardonini

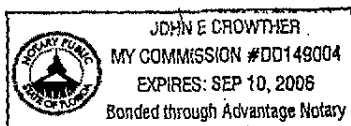


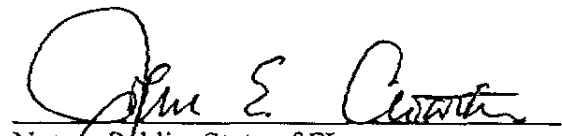
Kevin Sarro

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared DAVID SARDONINI and KEVIN SARRO, who are personally known to me or who produced Personally Known as identification, and they acknowledged that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of November, 2005.





Notary Public, State of FL

My commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVING PROCESS WITHIN THIS STATE AND NAMING AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

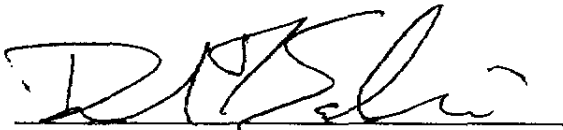
THE FOLLOWING is submitted in compliance with Chapter 48.091, Florida Statutes (2005),
as amended:

SPORTS DEN BILLIARDS II, INC., a corporation organizing under the Laws of the State
of Florida, with its principal office at 1524 Oberlin Terrace, Lake Mary, Florida 32746, and its
Registered Office at that same address, has named DAVID SARDONINI, as its agent to accept
process within this State.

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-named corporation at
the place designated as the Registered Office in this certificate, I hereby accept said designation and
agree to act in this capacity, and further agree to comply with the provisions of said statute relative
to keeping open said Registered Office.

DATED this 10 day of November, 2005.


David Sardonini
Registered Agent