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A PROPERSIONAL CORPORATION ATTORNEY AT LAW

> UIS N. PRIBERAL ISOHWAY NUTE QOO NEUARG PLONIDA 04904

REPLY TO: POST OFFICE BOX 0404 STUARD, PL 04005-9404 (407) 980-0847 PAX (407) 980-0947 CALL TO SERVICE STATE OF THE S

February 3, 1995

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

100001405261 -02/14/95--01041--014 ****122.50 ****122.50

RE: Club Billiards Sports Bar, Incorporated

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of Club Billiards Sports Bar, Incorporated, the Certificate Designating Registered Agent, and our check in the sum of \$122.50 representing payment as follows:

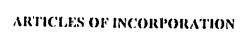
Filing Fee	\$35.00
Registered Agent's Fee	35.00
Certified Copy of Charter	<u>52.50</u>
TOTAL	\$122.50

Once these Articles of Incorporation have been approved and filed by your office, we will appreciate it if you will forward us a certified copy of the charter using the extra copy enclosed.

Matthew L. Jones

Sincerely,

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CLUB BILLIARDS SPORTS BAR, INCORPORATED

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

ARTICLE I

The name of this corporation shall be: Club Billards Sports Bar, Incorporated

ARTICLE II TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE HI NATURE OF BUSINESS

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV AUTHORIZED SH/ RES

- A. Number. The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.
- B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for each at a par value of One (\$1.00) Dollar per share.
- C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

- D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.
 - E. No classes of stock. The shares of the corporation are not to be divided into classes.
 - F. No share in series. The corporation is not authorized to issue shares in series.

ARTICLE V MAILING ADDRESS

The mailing address of the Corporation is: Matthew L. Jones, P. O. Box 2434, Stuart, Florida 34994.

ARTICLE VI REGISTERED AGENT

The corporation's initial registered office and initial registered agent at that address shall be:

Matthew L. Jones

215 S. Federal Highway, Suite 200 Stuart, Florida 34994

ARTICLE VII BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida.

ARTICLE VIII NAME AND ADDRESS OF INITIAL DIRECTORS

The name and address of the person who shall serve as Director until the first annual meeting of shareholders, or until his successors shall have been elected and qualified, is as follows:

Julian L. Brownstein

5 Lighthouse Lane, Brigantine, NJ 08203

ARTICLE IX INCORPORATOR

The name and address of the initial incorporator is as follows.

Julian L. Brownstein

5 Lighthouse Lane, Brigantine, NJ 08203

ARTICLE X AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain of these Articles of Incorporation be made.

ARTICLE XI BYLAWS

The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

ARTICLE XH PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Brigantine, New Jersey, this day of

THAN I BROWNSTEIN

STATE OF NEW JERSEY

COUNTY OF Characters

(Print Name)

(SEAL)

NOTARY PUBLIC
My Commission Expires:

EVELYN J. SHIPLEY NOTARY PUBLIC OF NEW JERSEY 11's Commission Topicos April 30, 1997

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated on the above. Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.

MATTHEW L. JONES

Registered Agent

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