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March 16, 1995

Secretary of State
P.O. Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

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****122.50 ****122.50

RE: Incorporation Documents

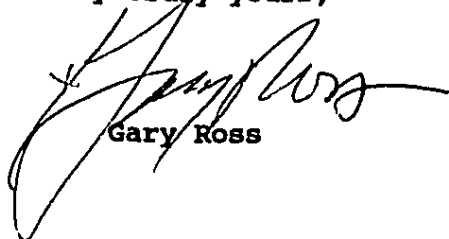
Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for G & R Billiards of Palm Beach, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, # , in the amount of \$122.50 representing the fee for said filings is enclosed.

Very truly yours,


Gary Ross

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 27 PM 12:34

SDS

ARTICLES OF INCORPORATION
OF

G & R Billiards of Palm Beach, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
G & R Billiards of Palm Beach, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 1680 N W 99th Avenue, Plantation, Florida, 33322 and the name of the initial registered agent of this corporation at that address is Gary Ross.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Gary Ross
1680 N W 99th Avenue
Plantation, Fl. 33322

ARTICLE IX. Officers. The initial officers of the corporation will be: Gary Ross, President, Treasurer and Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

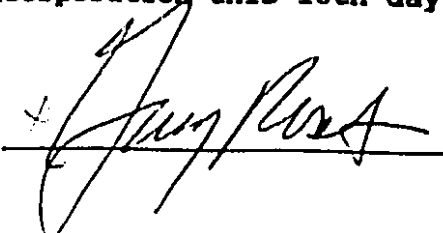
Gary Ross
1680 N W 99th Avenue
Plantation, Fl. 33322

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 1680 N W 99th Avenue, Plantation, Fl. 33322

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 16th day of
March, 1995.

 (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally
appeared, Gary Ross, known to be and known by me
to be the person who executed the foregoing Articles of
Incorporation and he acknowledged before me that he executed
the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 16th Day of
March, 1995.

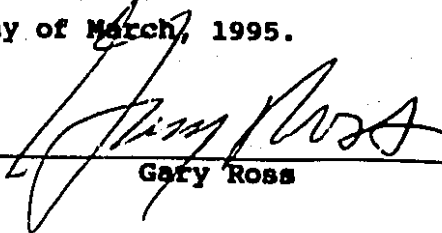
NOTARY PUBLIC

My Commission Expires: _____

CONSENT TO APPOINTMENT AS REGISTERED AGENT

**TO: Secretary of State State of Florida Division of
Corporations Department of State Tallahassee, FL 32304**

I, Gary Ross, do hereby consent to serve as
registered agent for the corporation, G & R Billiards of Palm
Beach, Inc. This day of 16th Day of March, 1995.

+ 

Gary Ross

Address of registered agent:

**1680 N W 99th Avenue
Plantation, Fl. 33322**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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