

P 95 0000 44045

WALTER B. LEBOWITZ
420 LINCOLN ROAD, SUITE 238
MIAMI BEACH, FLORIDA 33139
Phone (305) 534-0000
Fax: (305) 672-0000

May 23, 1995

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

900001501000
-05/30/95--01086--016
*****70.00 *****70.00

Re: EIGHT (8) BALL COMPANY

Gentleman:

Enclosed please find my Check in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

I CALLED FOR NAME AVAILABILITY PRIOR TO MAILING THIS CORPORATION AND WAS TOLD THIS NAME WAS AVAILABLE. IF IT IS NOT OR If you have any question regarding the above, please call at (305) 534-0000.

I will accept a collect call if necessary.

Thank you for your cooperation.

Yours very truly,

Walter B. Lebowitz

FILED
MAY 30 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C:\COV-CORP

F. CHESSER JUN 8 1995

ARTICLES OF INCORPORATION OF
EIGHT (8) BALL COMPANY

ARTICLE I - NAME

The name of this Corporation is: EIGHT (8) BALL COMPANY.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business, especially anything in the trade business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$.001) par value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is 420 Lincoln Road, Suite 238, Miami Beach, Fl 33139, and the name of the initial registered agent of this corporation at that address is, WALTER B. LEBOWITZ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1), Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The names and addresses of the initial Board of Directors of this corporation is/are:

FILED
MAY 30 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME	ADDRESS
Walter Lebowitz, 420 Lincoln Road, #238, Miami Beach, Florida 33139	
Director	

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles are:

NAME	ADDRESS
Walter Lebowitz, 420 Lincoln Road, #238, Miami Beach, Florida 33139	

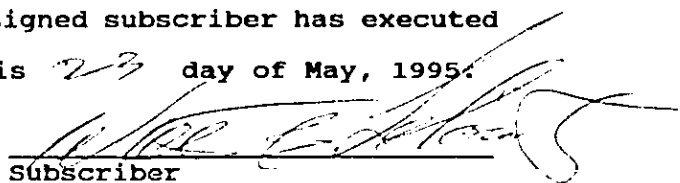
ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or 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 23 day of May, 1995.


Subscriber

Subscriber

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

WALTER B. LEBOWITZ HAVING A BUSINESS OFFICE at 420
Lincoln Road, Suite 238, Miami Beach, FL 33139, and, having been
designated as the Registered Agent in the above and foregoing
Articles, is familiar with and accepts the obligations of the
position of Registered Agent under Section 607.0505, Florida
Statutes.



WALTER B. LEBOWITZ

FILED
1995 MAY 30 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA