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August 16, 1995

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Secretary of State  
P. O. Box 6327  
Tallahassee, FL 32314  
CORPORATE DIVISION

RE: Monte Carlo Billiards, Inc.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation and Designation of Registered Agent to be filed with your office.

Also enclosed is a check in the amount of \$122.50 for filing fees and the cost of returning a certified copy of the Articles of Incorporation to the undersigned in the envelope provided.

Thank you for your cooperation in this matter.

Sincerely,



Steven W. MacCris

SWM:dr  
enclosures

SN  
8/22/95

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 AUG 21 PM 2:04

FILED

ARTICLES OF INCORPORATION  
OF  
MONTE CARLO BILLIARDS, INC.

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95 AUG 21 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is MONTE CARLO BILLIARDS, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The corporation's principal office shall be at 521 US 41 Bypass, North, Venice, Florida 34292, and the corporation's mailing address shall be 521 US 41 Bypass, North, Venice, Florida 34292.

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

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares of common stock having a nominal or par value of One Dollar (\$1.00).

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 609 South Tamiami Trail, Venice, Florida 34285, and the name of the initial registered agent of this corporation at that address is STEVEN W. MACRIS.

## ARTICLE VII

### DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

## ARTICLE VIII

### INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
SAMUEL L. NEEL, JR.	163 Progress Circle Venice, FL 34293
RANDY A. ROSS	163 Progress Circle Venice, FL 34293
BRETT BURMANN	163 Progress Circle Venice, FL 34293

## ARTICLE IX

### SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
SAMUEL L. NEEL, JR.	163 Progress Circle Venice, FL 34293
RANDY A. ROSS	163 Progress Circle Venice, FL 34293

## ARTICLE X

### TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of this corporation, and a reference to such agreement shall be stamped, written or printed upon the certificate representing said shares, and the Bylaws of this corporation shall likewise include proper provisions for the making of such agreements as aforesaid.

## ARTICLE XI

### TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction; provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of said Board at which such contract or transaction is authorized or confirmed; and provided, further, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

## ARTICLE XII

### REPLACEMENT OF STOCK CERTIFICATES

the issuance of stock certificates to replace lost or destroyed certificates.

# ARTICLE XIII

## AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

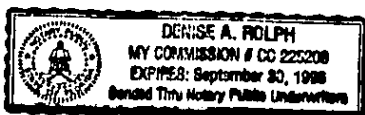
  
SAMUEL L. NEEL, JR.

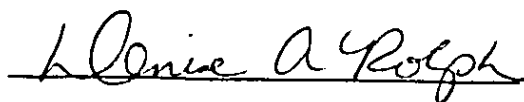
  
RANDY A. ROSS

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a duly authorized Notary Public, personally appeared SAMUEL L. NEEL, JR. and RANDY A. ROSS to me known to be the persons described as subscribers herein, who are personally known to me, who executed the foregoing, and they acknowledged before me that they subscribed to the said Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid, this 18 day of August, 1995.





DENISE A. ROLPH  
(Typed, printed or stamped name of  
Notary Public)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

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In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

FIRST . . . That MONTE CARLO BILLIARDS, INC., desiring to  
organize or qualify under the laws of the State of Florida, with  
its principal place of business at 521 US 41 Bypass, North, Venice,  
Florida 34292, has named STEVEN W. MACRIS, 609 S. Tamiami Trail,  
Venice, Florida 34285, as its agent to accept service of process  
within Florida.

Signature: *Steven W. Macris*

(corporate officer)

Title: *President*

Date: *August 18, 1995*

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.

Signature: *St. Macris*

Date: *August 18, 1995*

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

95 AUG 21 PM 2:04

FILED