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NAME KELLY'S BILLIARDS OF THE PALM BEACHES, INC.  
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

KELLY'S BILLIARDS OF THE PALM BEACHES, INC.

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file, with the Secretary of State of the State of Florida, these Articles of Incorporation and form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

KELLY'S BILLIARDS OF THE PALM BEACHES, INC.

ARTICLE II

The initial post office address and principal office for the conduct of business of the Corporation is:

1982 Woodlake Terrace  
Deerfield Beach, FL 33442

ARTICLE III

The name of the Registered Agent at the next below address is:

Howard A. Kusnick  
8211 W. Broward Boulevard  
Suite 420  
Ft. Lauderdale, FL 33324

ARTICLE IV

Purposes and Powers

The general nature of the business to be transacted by the Corporation is to such extent as a Corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do.

ARTICLE V

Capital Stock Authorized

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is One Thousand Five Hundred (1500) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE VI

(305) 472-8900  
Howard A. Kusnick  
KUSNICK & ROTHSTEIN P.A.  
PAINE WEBBER PLAZA  
SUITE 420  
8211 W. BROWARD BLVD.  
FT. LAUDERDALE, FL 33324  
AUG-29-1995 17:29

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#### ARTICLE VI

##### Duration

The term for which this Corporation shall be perpetual and the business of the Corporation shall be conducted, carried on and managed by the officers of this Corporation and a Board of Directors composed of one (1) or more members which number may be altered from time to time by the by-laws of this Corporation within limitations prescribed by law.

The officers of this Corporation shall be a President and any other officers as the Board of Directors may deem expedient.

#### ARTICLE VII

##### Subscribers and Initial Board of Directors

The names, addresses, number of shares subscribed to and consideration therefor, of the original subscribers to these Articles of Incorporation, and the names of the first Board of Directors of this Corporation, who, subject to the by-laws and laws of the state of Florida, shall hold office until the first annual meeting of the Corporation, or until successors are elected and have been qualified, are as follows:

	NUMBER OF SHARES	CONSIDERATION
Christopher Tauber 1982 Woodlake Terrace Deerfield Beach, FL 33442	50	\$ 50
Kelly Haggerty 1982 Woodlake Terrace Deerfield Beach, FL 33442	50	\$50

#### ARTICLE VIII

##### Pre-emptive Rights

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders.

Written notice of intention to issue non-issued capital stock or new stock shall be given by the Corporation to all stockholders and the stockholders shall notify the Corporation of their intention to subscribe within (15) days after such notice.

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ARTICLE IX

Amendments

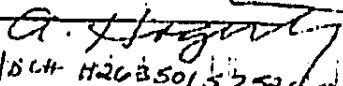
The articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

WITNESS our respective hands and seals this 23<sup>rd</sup> day of August, 1995.

  
CHRISTOPHER TAUBER

T 60-101-57-411-0 (96)

KELLY HAGERTY

  
FLCH H26850157526.0


STATE OF FLORIDA )

SS:

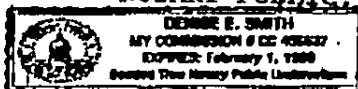
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida and County of Broward, to take acknowledgements personally appeared, CHRISTOPHER TAUBER and KELLY HAGERTY, to me known to be the persons described as subscribers to the foregoing Articles of Incorporation and who executed the same, and acknowledge before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 23<sup>rd</sup> day of August, 1995.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:



H950000064202

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

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In pursuance of Chapter 48.901, Florida Statutes, the following is  
submitted in compliance with said Act.

First, that KELLY'S BILLIARDS OF THE PALM BEACHES, INC., desiring  
to organize under the laws of the State of Florida, with its  
principal office as indicated at Article II of the within Articles  
of Incorporation, at 1982 Woodlake Terrace, Deerfield Beach, FL  
33442

has named Howard A. Kusnick

Located at 8211 W. Broward Blvd #420, Ft. Lauderdale, Florida 33324  
as its agent to accept Service of Process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of Process for the above  
named Corporation, at the place designated in this Certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

  
Registered Agent

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TALLAHASSEE, FLORIDA

Documentary 31025-4958 Article 100