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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: BARSTOOLS & MORE, INC.

AUDIT NUMBER.....H97000000693

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 14, 1997

EMPIRE

SUBJECT: BARSTOOLS & MORE, INC.
REF: W97000000913

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document is illegible and not acceptable for microfilming.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neyssa Culligan
Document Specialist

FAX Aud. #: H97000000693
Letter Number: 897A00001865

ARTICLES OF INCORPORATION

OF

Barstools & More, Inc.

The undersigned, acting as Incorporator of a corporation under the Florida Services Corporation Act, adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the state of Florida.

I. NAME

The name of this corporation and initial office is:

Barstools & More, Inc.

15323 S. Dixie Hwy

Miami, Florida 33157

II. Duration

The period of its duration is perpetual.

III. Capital Stock

The corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value. This stock will be considered to be section 1244 stock.

IV. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Morris Matz

8340 SW 81 Lane / Miami, FL 33143

Prepared by: Evan Matz
7385 SW 87 Ave. # 200
Miami, FL 33173
(305) 279.1252

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RECORDED
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TALLAHASSEE, FLORIDA

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V. PURPOSE

The general purpose for which the corporation is organized is for a retail furniture store. Purpose and shall include any and all business for which corporation may be incorporated under the General Corporation Law of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Florida Corporations Code.

VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation are:

Morris Matz President / Director
Evan Matz Vice Pres / Director
Pearl Matz. Secretary

VII. INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Morris Matz
8340 SW 81 Lane
Miami, FL 33143

VIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

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IX. INDEMNIFICATION

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

X. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

XII. NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

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XIV. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series or stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.


XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

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State of Florida }
County of Dade } SS:

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 12 day of January, 1997.

 **EYAN B. MAYZ**
MY COMMISSION # US 21046
— EXPIRES: August 31, 1989 —
Sentinel Third-Party Public Underwriter

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

First - That "Barstools & More, Inc."

Morris Matz located at

8340 SW 81 Lane

Miami, FL 33143

97 JAN 15 PM 2:12
STATE DEPT
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said Office.

Morris Mats, Registered Agent, & Incorporator

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