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Attorney at Law

A chartered professional association

May 20, 1997

P97 0000 462 94

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

Re: 97-045; BOWL USA, INC., Incorporation

Dear Sirs:

EFFECTIVE DATE

5-15-97

Enclosed herewith please find the original and one copy of Articles of Incorporation for BOWL USA, INC. as well as our check in the amount of \$122.50 to cover the cost of filing, registered agent and certification of the copy.

Please return the copy after endorsing your approval thereon.

Very truly yours,



Gregory D. Clark

GDC/ko
enc.

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-05/22/97--01114--013
****122.50 ****122.50

FILED
97 MAY 22 AM 8:40
TALLAHASSEE, FLORIDA

MAY 27 1997

ARTICLES OF INCORPORATION

BOWL USA, INC.

EFFECTIVE DATE
5-15-97

FILED
97 MAY 22 AM 8:40
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is **BOWL USA, INC.**

ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203 Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III. DURATION

This corporation shall exist perpetually, commencing on the date of the subscription and acknowledgment of the Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation is organized for the following purposes:

A. For the transaction of any and all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) common shares of \$10.00 (dollars) par value capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

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

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered agent of this corporation is 18167 U.S. 19 North, Suite 560, Clearwater, Florida 34624. The name of the initial registered agent for this corporation at that address is **Gregory D. Clark, Esq.**

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation will have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and street address of each person who is to serve as a member of the initial Board of Directors is:

MICHAEL J. CULLEN
3665 East Bay Drive, Suite 204-273
Largo, FL 33717

ARTICLE IX. INCORPORATOR

The name and address of the persons signing these Articles of Incorporation are:

Michael J. Cullen
3665 East Bay Drive, Suite 204-273
Largo, FL 33717

ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer or any former officer, to the full extent as provided for by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto. Any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XII. MAILING ADDRESS

The mailing address for the corporation shall be:

3665 East Bay Drive, Suite 204-273
Largo, FL 33717

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 15 day of May, 1997.


Michael J. Cullen

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MICHAEL J. CULLEN known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and is personally known to me or have produced a driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of May, 1997.


Notary Public

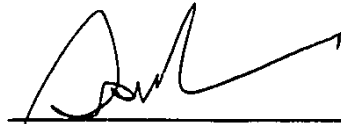
My commission expires:



GREGORY D CLARK
My Commission CC380681
Expires Aug. 09, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for BOWL USA, INC., at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida law relative to keeping this office open dated this 15th day of May, 1997.



Gregory D. Clark, Esq.

FILED
97 MAY 22 AM 8:40
TALLAHASSEE, FLORIDA