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(Phone #)

CAPITOL SERVICES d/b/a PARALEGAL & ATTORNEY SERVICE BUREAU, INC. (Requestor's Name) 1406 Hays Street, Suite 2 (Address) (904) 656-3992 Tallahassee, FL 32301

(City, State, Zip)

FILED 97 JUN 21, FH 1: 35 STATE STATE

K.R. JUN 2 4 1997

Examiner's Initials

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): 1. Bowl'd Over Inc. 2. (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time 6/24 Certified Copy X Walk in Certificate of Status Mail out Will wait Photocopy AMENDMENTS RECEIVED

97 JUN 24 RMII: 03

DIVISION OF COMPORATION **NEW FILINGS** Profit Amendment Resignation of R.A., Officer/Director NonProfit Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger

REGISTRATION/

QUALIFICATION

Limited Partnership

Reinstatement Trademark

Foreign

Other

CR2E031(10/92)

OTHER FILINGS

Annual Report

Fictitious Name

Name Reservation

ARTICLES OF INCORPORATION

OF

BOWL'D OVER, INC.



The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article 1: The name of the corporation shall be BOWL'D OVER, INC.

Article II: The principal place of business and mailing address of this corporation shall be 20191 East Country Club Drive, Suite 410, North Miami Beach, FL 33180, Att: Jamie M. Goldstein.

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is 200, all of which are without par value and classified as Common shares.

Article IV: The name and address of the initial registered agent is NRAI Services, Inc. 526 East Park Avenue, Tallahassee, Florida 32301.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of hereof.

Article V: The name and street address of the incorporator to these Articles of Incorporation is:

NAME

ADDRESS

Theresa Festa

350 Fifth Avenue, Suite 6017 New York, NY 10118-6099

Article VI: The purposes for which the corporation is organized, in addition to engaging in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes, are as follows: The manufacture and sale, retail and wholesale of ceramic objects.

Article VII: The period of duration of the corporation is perpetual.

Article VIII: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of June, 1997.

Theresa Festa, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI SERVICES, INC.

By Soles Toles 7

Delia Taliento, Asst. Secty

Date: June 23, 1997

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