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THE SWEET OFFICE
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Thomas J. Sweet, Attorney

Barbara G. Sweet, M.A., Paralegal

September 4, 1997

Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL. 32314

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-09/08/97--01081--005
*****70.00 *****70.00

RE: CORNER POOL HALL, INC.

Dear Sir/Madam:

Enclosed please find duplicate originals of articles of incorporation for the above referenced corporation, together with check in the amount of \$70.00 to cover the costs of filing and registered agent fee.

Kindly file the same and direct all filing information to me at the above address.

Sincerely,



Thomas J. Sweet
enc.

SEP 9

BSB

FILED
97 SEP -8 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CORNER POOL HALL, INC.**

FILED

97 SEP -8 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME: The name of this corporation is: **Corner Pool Hall, Inc.**

ARTICLE II-DURATION: The corporation shall have a perpetual existence.

ARTICLE III-PURPOSE: The general purpose of the corporation is to engage in the business of operating a recreational facility and related activities, and any other business and commercial activities and business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV-CAPITAL STOCK: The minimum number of shares which this corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock having a par value of no par value per share.

ARTICLE V-PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT:

The principal office of the corporation shall be 1517 S. Ridgewood Ave., Edgewater, FL 32132 and the initial registered office of this corporation shall be Jay T. Vail, 322 Flagler Ave., New Smyrna Beach, Florida 32169, and the initial registered agent at such office shall be Jay T. Vail, who, upon accepting this designation agrees to comply with the provisions of Section 48.091 Florida Statutes, as amended from time to time with respect to keeping an office open for the service of process.

ARTICLE VI-INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of two members. The number of directors may be increased from time to time by

vote of the stock holders. The name and address of the initial directors are:

Charles Edward Becker 220 Ranken Dr. Edgewater, FI 32141

Jay T. Vail 810 Carol Ave. New Smyrna Beach, FL 32169

ARTICLE VII - PRE-EMPTIVE RIGHTS: The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions as may be fixed by the directors, those shares of common stock which may be issued from time to time. The extent of the pre-emptive rights is determined by the ratio of the total authorized and issued shares to the total of such shares owned by any holder.

ARTICLE VIII-INCORPORATORS: The name and address of the person signing these articles of incorporation is:

Charles Edward Becker 220 Ranken Dr. Edgewater, FI 32141

Jay T. Vail 810 Carol Ave. New Smyrna Beach, FL 32169

Executed and acknowledged as true and correct and for the purposes therein expressed under penalty of perjury, on this the 4th day of September, 1997.



Charles Edward Becker



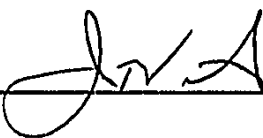
Jay T. Vail

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9 SEP - 8 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for this corporation at the place designated in the foregoing Articles of Incorporation, Jay T. Vail agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 Florida Statutes relative to keeping open such an office.

Dated: September 4, 1997.



Jay T. Vail