

P98000008757

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: ALL STAR BILLIARDS, INC.

Enclosed is an original and one copy of the Articles of Incorporation and our check for \$70.00. Please return to us a stamped copy of the Articles.

FROM:

Samuel K. Spell
1112 Weston Road, # 231
Weston, FL 33326
(954) 804-3515

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL STAR BILLIARDS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: ALL STAR BILLIARDS, INC.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The corporation may engage in any activity of business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV

The number of shares of stock that this corporation is authorized to issue shall be: one-hundred (100) shares common, in one class only, each having a par value of one-dollar (\$1.00) per share.

The corporation shall have the power to amend these articles at any time to provide for different classes of stock and to provide provisions for the preferences, limitations, and relative rights in respect to the shares of each class of stock.

This corporation shall be without authority to approve any By-Laws or resolution that will sell or assign any stock of this corporation to any other firm, person, or corporation, except that the stock of this corporation can be sold or transferred or assigned to any of the present charter members, or to this corporation.

ARTICLE V

The principal place of business and mailing address of this corporation shall be:

1112 Weston Road, # 231
Weston, FL 33326

ARTICLE VI

The initial number of corporate directors shall be at least one (1) and not more than five (5). The number of directors may be raised or lowered by amendment of the by-laws of the corporation but shall in no case be less than one.

ARTICLE VII

The name and street address of the member of the first board of directors of this corporation is as follows:

Samuel K. Spell, President
1112 Weston Road, # 231
Weston, FL 33326

ARTICLE VIII

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

Samuel K. Spell, President
1112 Weston Road, # 231
Weston, FL 33326

ARTICLE IX

The name and address of the first officer of this corporation is as follows:

Samuel K. Spell, President
1112 Weston Road, # 231
Weston, FL 33326

ARTICLE X

The name and address of the first subscribers to the capital stock of this corporation are as follows:

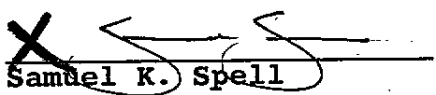
<u>Name and Address</u>	<u>Amount</u>	<u>Number of Shares</u>
Samuel K. Spell 1112 Weston Road, # 231 Weston, FL 33326	\$ 100.00	One-Hundred (100)

ARTICLE XI

The name and address of the registered agent of this corporation is:

Samuel K. Spell
1112 Weston Road, # 231
Weston, FL 33326

The undersigned incorporator has executed these Articles of Incorporation this 11th day of December 1997.



Samuel K. Spell
President
1112 Weston Road, # 231
Weston, FL 33326

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

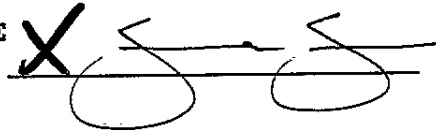
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ALL STAR BILLIARDS, INC.
2. The name and address of the registered agent and office
is:

Samuel K. Spell
1112 Weston Road, # 231
Weston, FL 33326

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, 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
OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE: December 11th, 1997.

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TALLAHASSEE, FLORIDA