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FLORIDA DIVISION OF CORPORATIONS

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FROM: HELLER CAPITAL, INC.
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ACCT#: 1051

CONTACT: MICHAEL HELLER
PHONE: (954) 475-8484
475-1125

FAX #: (954)

NAME: CUE BALL BILLIARDS, INC.

AUDIT NUMBER.....H98000006407

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

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**ARTICLES OF INCORPORATION
OF****CUE BALL BILLIARDS, INC**

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: CUE BALL BILLIARDS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent, and the name of the Initial Registered Agent at that office is Russell Policastro at 811 Solar Isle Drive, Fort Lauderdale, Florida 33301. The principal office and mailing address of the corporation is 811 Solar Isle Drive, Ft. Lauderdale, Florida 33301.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors 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 address of the initial director of the corporation is as follows:

RUSSELL POLICASTRO
811 SOLAR ISLE DRIVE
FORT LAUDERDALE, FLORIDA 33301

ARAM OZKUYUMCU
1 HORIZON ROAD, APT. 1412
FORT LEE, NEW JERSEY 47024

Heller Capital, Inc.
1214 N. University Drive
Plantation, FL 33322
(954) 475-8484

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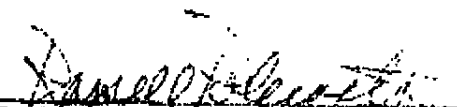
ARTICLE VII - INCORPORATORS

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

RUSSELL POLICASTRO
811 SOLAR ISLE DRIVE
FORT LAUDERDALE, FLORIDA 33301

ARAN OZKUYUMCU
1 HORIZON ROAD, APT. 1412
FONT LEE, NEW JERSEY 47024

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of April, 1998.


RUSSELL POLICASTRO, DIRECTOR


ARAN OZKUYUMCU, DIRECTOR

Heller Capital, Inc.
1214 N. University Drive
Plantation, FL 33322
(954) 475-8484

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

CUE BALL BILLIARDS, INC.

Pursuant to Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 811 Solar Isle Drive, Fort Lauderdale, Florida 33301, has named Russell Policastro, located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Russell Policastro
RUSSELL POLICASTRO
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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