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To:

Division of Corporations
Fax Number : (850) 487-6013

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

ALL SPORTS CAFE & AMUSEMENT CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALL SPORTS CAFE & AMUSEMENT CENTER, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

ALL SPORTS CAFE & AMUSEMENT CENTER, INC.

The principal place of business of this corporation shall be:

**10400 S. W. 144TH AVENUE
MIAMI, FLORIDA 33186**

ARTICLE II NATURE OF BUSINESS

The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: **ONE HUNDRED**

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: **Shirlynn Y. Cabaleiro**
11123 SW 127th Place
Miami, Florida 33186
Phone: 305 213-3350

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Shirlynn Y. Cabaleiro
11123 S.W. 127th Place
Miami, Florida 33186

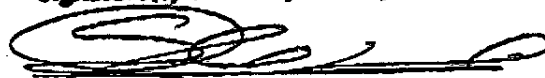
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Shirlynn Y. Cabaleiro
11123 S.W. 127th Place
Miami, Florida 33186

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 14th day of October, 1998.

Signature(s) of Incorporator(s)


Shirlynn Y. Cabaleiro

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.324, 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:

ALL SPORTS CAFÉ & AMUSEMENT CENTER, INC.

2. The name and address of the registered agent and office is:

Shirlynn Y. Cabaleiro
11123 SW 127th Place
Miami, FL 33186

SIGNATURE


Shirlynn Y. Cabaleiro

TITLE President/Register Agent

DATE October 7, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE


Shirlynn Y. Cabaleiro

DATE October 7, 1998

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