

P98000096208

LAW OFFICES
BOLT, THURLOW & HALL, P.A.
415 CANAL STREET
NEW SMYRNA BEACH, FLORIDA 32168-7009

JOHN F. BOLT (RETIRED)
ROBERT S. THURLOW
MARK R. HALL

(904) 424-1530
FAX
(904) 424-1493

November 4, 1998

Department of State
Corporate Records Bureau
Div. of Corporations
P.O. Box 6327
Tallahassee, FL 32301

100002683291-4
-11/09/98--01092--004
****122.50 *****78.75

Re: C.T.F. INC.

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fee.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

Very truly yours,



Robert S. Thurlow

EFFECTIVE DATE
11-13-98

RST:jkm
Enclosures
cf: Client

FILED
98 NOV 16 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W98-25288~~

Dmc
11-16-98

~~25111~~



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 10, 1998

ROBERT S. THURLOW, ESQ.
BOLT, THURLOW & HALL, P.A.
415 CANAL STREET
NEW SMYRNA BEACH, FL 32168-7009

SUBJECT: C.T.F. INC.
Ref. Number: W98000025380

We have received your document for C.T.F. INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 798A00054478

EFFECTIVE DATE

11-13-98

FILED

ARTICLES OF INCORPORATION

OF

C.T.F. POOL HALL, INC.

98 NOV 16 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the Corporation is: **C.T.F. POOL HALL, INC.**

ARTICLE 2. ADDRESS OF PRINCIPAL OFFICE. The address of the principal office and the mailing address of the corporation is 1517 South Ridgewood Avenue, Edgewater, Florida 32132.

ARTICLE 3. DURATION. The duration of the Corporation is perpetual.

ARTICLE 4. PURPOSE. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5. CAPITAL STOCK. The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 Per share. Charles A. Beckham shall be the initial one (1) shareholder.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT. The initial Registered Agent is Charles A. Beckham, and the street address of the initial Registered Office of the Corporation is 1517 South Ridgewood Avenue, Edgewater, FL 32132.

ARTICLE 7. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Charles A. Beckham, Director
1517 South Ridgewood Avenue
Edgewater, FL 32132

Donald Franklin Waters, Director
2830 India Palm Drive
Edgewater, FL 32141

Antoinette T. Gordon, Director
2830 India Palm Drive
Edgewater, FL 32141

ARTICLE 8. INCORPORATORS. The name and address of each Incorporator is as follows:

Charles A. Beckham, President
1517 South Ridgewood, Avenue
Edgewater, FL 32132

ARTICLE 9. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 10. PREEMPTIVE RIGHTS. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or

pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE 11. STOCK TRANSFER RESTRICTIONS. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Charles A. Beckham	100

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE 12. RIGHTS OF INITIAL DIRECTORS. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE 13. BYLAWS. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE 14. COMMENCEMENT OF CORPORATE EXISTENCE.

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 13 day of November, 1998.



CHARLES A. BECKHAM

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared CHARLES A. BECKHAM to who presented FL Driver License and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of November, 1998.

My commission expires:


Notary Public

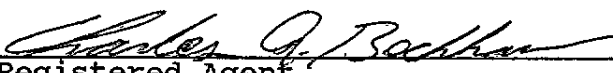


Jane K. Myers
MY COMMISSION # CC499332 EXPIRES
October 27, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Charles A. Beckham, which is contained in the foregoing Articles of Incorporation.

DATED this 13 day of November, 1998.


Registered Agent
1517 South Ridgewood Ave.
Edgewater, FL 32132
(904) 427-2609

FILED
98 NOV 16 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA