

P99000011524

TRANSMITTAL LETTER

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

600002761306--0
-02/02/99--01016--012
*****78.75 *****78.75

SUBJECT: Starbucks Billiards Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: GERARD KEELEY
Name (Printed or typed)

8200 W. Hwy 98 STE A
Address

PENSACOLA FL 32506
City, State & Zip

850 459 1312
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

2-5
105

**ARTICLES OF INCORPORATION
OF
STARBUCK'S BILLIARDS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 AM 10:18

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, here by adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
STARBUCK'S BILLIARDS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
C/O G J KEELEY ACCOUNTING, INC.
8200 W. HWY. 98 SUITE A
PENSACOLA, FL 32506

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1,500 shares, no-par common stock

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
GERARD J KEELEY
8200 W HWY 98 SUITE A
PENSACOLA, FL 32506

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation are:

MICHAEL STARBUCK
3500 BAYOU DRIVE
PENSACOLA, FL 32505

ARTICLE VI

The duration of the corporate existence shall be perpetual

ARTICLE VII

The business of the Corporation shall be managed by the shareholders without a board of directors

The undersigned incorporators have executed these Articles of Incorporation this 15th day of

FEB., 1999

Michael Starbuck
MICHAEL STARBUCK

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

STARBUCK'S BILLIARDS INC.

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

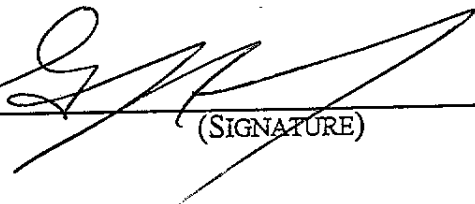
GERARD J KEELEY
(NAME)

8200 W. HWY 98 STE A
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

PENSACOLA FL 32506
(CITY/STATE/ZIP)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 AM 10:18

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 obligations of my position as registered agent.


(SIGNATURE)

2/1/99
(DATE)