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****122.50 *****78.75

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

EFFECTIVE DATE

2-25-99

SUBJECT: FAST BREAK BILLIARDS, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$122.50.

FROM: PABLO J. SANTOS
3501 W. VINE STREET, STE. 280
KISSIMMEE, FLORIDA 34741

FILED
99 FEB 24 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SD
2/25

ARTICLES OF INCORPORATION
OF
FAST BREAK 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.

FILED
9 FEB 24 PM 4:35
TALLAHASSEE
SECRETARY OF STATE

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

FAST BREAK BILLIARDS, INC.

EFFECTIVE DATE
2-25-99

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

3501 W. VINE STREET, STE. 280
KISSIMMEE, FL 34741

ARTICLE III CAPITAL STOCKS

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:
10000 SHARES OF ONE (\$1.00) DOLLAR PAR VALUE COMMON STOCKS, WHICH SHALL BE DESIGNED "COMMON SHARES."

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

ROBERT A. DASSA
155 GUADALAJARA DRIVE
KISSIMMEE, FLORIDA 34743

ARTICLE V PAYMENT OF STOCKS

THE WHOLE OR ANY PART OF THE COMMON STOCK SHALL BE PAYABLE EITHER IN LAWFUL MONEY OF THE UNITED STATE OR IN PROPERTY, LABOR OR SERVICES INsofar AS PERMITTED FROM TIME TO TIME BY THE LAWS OF THE STATE OF FLORIDA, THE VALUE OF SUCH PROPERTY, LABOR OR SERVICES TO BE DETERMINED BY THE BOARD OF DIRECTORS.

ARTICLE VI INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION ARE TWO (2). THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME IN THE MANNER PROVIDED IN THE BYLAWS. THE NAMES AND ADDRESSES OF THE PERSONS TO SERVE AS MEMBERS OF THE INITIAL BOARD OF DIRECTOR ARE:

WILLIS L. BARNES
1014 S. HOAGLAND
KISSIMMEE, FL 34741

ROBERT A. DASSA
155 GUADALAJAR A DR.
KISSIMMEE, FL 34743

ARTICLE VII INCORPORATORS

THE NAMES AND STREETS ADDRESSES OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE:

WILLIS L. BARNES
1014 S. HOAGLAND BLVD.
KISSIMMEE, FL 34741

ROBERT A. DASSA
155 GUADALAJARA DR
KISSIMMEE, FL 34743

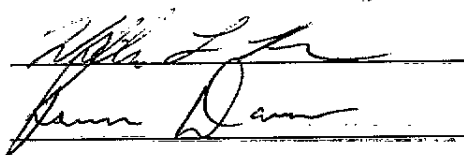
ARTICLE VIII EFFECTIVE DATE AND DURATION

THE EFFECTIVE DATE ON WHICH THE CORPORATION EXISTENCE SHALL BEGIN IS FEBRUARY 25, 1999. THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE IX PURPOSE

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLE OF INCORPORATION THIS 19th DAY OF FEBRUARY OF 1999.



Two handwritten signatures are present, each followed by a horizontal line. The first signature is cursive and appears to read 'Willis L. Barnes'. The second signature is also cursive and appears to read 'Robert A. Dassa'.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 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: FAST BREAK BILLIARDS, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

ROBERT A. DASSA
155 GUADALAJARA DR.
KISSIMMEE, FLORIDA 34743

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: _____

DATE: _____

Robert A. Dassa
2/19/99

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99 FEB 24 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA