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February 24, 1999

Department of State
Division of Corporations
Tallahassee, FL 32314

Please file the enclosed Articles of Incorporation for Sports Arenas Unlimited, Inc. You can send a conformation letter to Sports Arenas Unlimited, Inc. P.O. Box 150671, Cape Coral, FL 33915.

Sincerely



John Giaquinto, President

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

SPORTS ARENAS UNLIMITED, INC.

The undersigned, acting as incorporator(s) pursuant to Chapter 607, Florida Statutes, adopt: (the following Articles of Incorporation):

ARTICLE I.
CORPORATE NAME.

The name of this corporation is SPORTS ARENAS UNLIMITED, INC.

ARTICLE II.
PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The specific place of business of this corporation is 944 Country Club Blvd Suite 205, Cape Coral, FL 33990 and the mailing address is P.O. Box 150671, Cape Coral, FL 33915.

ARTICLE III.
PURPOSE

The specific purpose for which this corporation is organized is for entertainment and dining pleasure by the public at company owned establishments.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be stated in the bylaws.

ARTICLE V
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 607.0302, Florida Statutes.

ARTICLE VI
AUTHORIZED SHARES OF STOCK

This coporation authorizes one share of stock.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name and adress of the initial registered agent is JOHN GIAQUINTO, 944 Country Club Blvd., Cape Coral, FL 33990 P.O. Box 150671, Cape Coral, FL 33915.

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TALLAHASSEE, FLORIDA

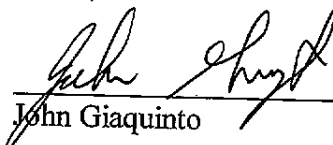
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ARTICLE VIII. INCORPORATORS

The name and street address of the incorporator(s) to these articles of incorporation is: JOHN GIAQUINTO, 944 Country Club Blvd Suite 205, Cape Coral, FL 33990 (P.O. Box 150671, Cape Coral, FL 33915).

The undersigned has executed these articles of incorporation on the 23 day of FEBRUARY, 1999.


John Giaquinto

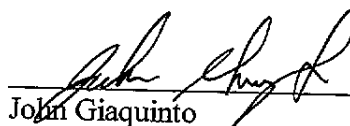
DESIGNATION OF REGISTERED AGENT/OFFICE

Pursuant to the provisions of F.S. 607.0501, 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 SPORTS ARENAS UNLIMITED, INC.
- 2). The name of the registered agent is JOHN GIAQUINTO.
- 3). The address of the registered agent/registered office is 944 Country Club Blvd Suite 205, Cape Coral, FL 33990 (P.O. Box 150671, Cape Coral, FL 33915).

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


John Giaquinto

Date: 02/23, 1999

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