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ATTORNEYS AT LAW

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MIAMI, FLORIDA 33132

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March 4, 1999

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-03/08/99-01114-005
122.50 **78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

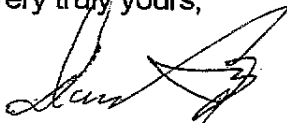
Re: ROXY'S BROADWAY BILLIARDS, INC.

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above-named corporation. Please file the original for record and return a certified copy to my office. My firm's check in the sum of \$122.50 is enclosed.

Thank you for your prompt attention.

Very truly yours,



DAVID T. BERG

DTB:ja

Enclosures

FILED
99 MAR -8 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

corp.ltr

B. BROCK MAR 15 1999

ARTICLES OF INCORPORATION

of

ROXY'S BROADWAY BILLIARDS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

ROXY'S BROADWAY BILLIARDS, INC.

ARTICLE II

NATURE OF BUSINESS:

(a) The general nature of business of the corporation to be conducted by the corporation shall be to engage in the business of operating billiard halls, restaurants, bar operations and related entertainment businesses.

(b) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate; to purchase, lease build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance

the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or company.

(c) To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of or invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(d) To conduct business in, have one or more offices in, the State of Florida and in all other states and countries, to buy, to hold, mortgage, sell, convey, lease or otherwise dispose of franchises, patents, copyrights, trademarks and licenses.

(e) To conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, of or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, powers, privileges of ownership, including the right to vote on such stock.

(g) To purchase the corporate assets of any other corporation and engage in the same nature or character of business.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation shall be 100 shares at \$5.00 par value each, all of which shall be common stock and shall be fully paid and non-assessable. All stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The number of directors of this corporation shall not be less than one (1) nor more than two (2).

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until their successors are chosen, shall be:

| | |
|-----------------|---|
| Jarret L. Gross | 2428 N.E. 184th Street N. Miami Beach, FL 33160 |
| David Sperber | c/o Jarret L. Gross 2428 N.E. 184th Street N. Miami Beach, FL 33160 |

ARTICLE VII

SUBSCRIBER: The name and post office address of the subscriber to these Articles of Incorporation and the number of shares the subscriber agrees to take, and the value of the consideration

therefor, is:

DAVID T. BERG

555 N.E. 15th Street-Penthouse A
Miami, Florida 33132

100 shares at
\$5.00 par value

ARTICLE VIII

ADDRESS: The initial office address of the principal office of this corporation in the State of Florida is:

17813 Biscayne Boulevard
Aventura, Florida 33160

The Board of Directors may, from time to time, move the principal office to any other address in Florida, or in any other state.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office is 2428 N.E. 184th Street, North Miami Beach, Florida 33160, and the name of the initial registered agent of this corporation is David T. Berg.

ARTICLE X

VOTING RIGHTS: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

ARTICLE XI

PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it was offered to others.

ARTICLE XII

BY-LAWS: The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

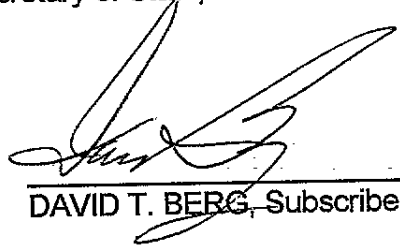
ARTICLE XIII

AMENDMENTS: These Articles of Incorporation can be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors proposed to them by the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote.

ARTICLE XIV

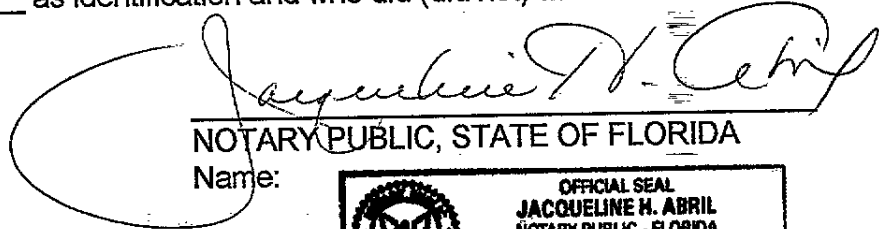
STOCKHOLDERS AGREEMENT: Stockholders of this corporation may enter into such stockholders and trustees agreement as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustees agreements.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and caused to be filed in the Office of the Secretary of State, these Articles of Incorporation.

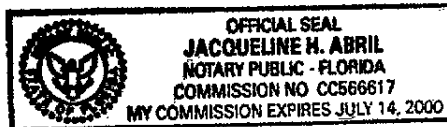
 (seal)
DAVID T. BERG, Subscriber

STATE OF FLORIDA)
)ss.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4th day of March, 1999, by DAVID T. BERG, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



NOTARY PUBLIC, STATE OF FLORIDA
Name:

Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

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.

SIGNATURE: 
REGISTERED AGENT
DATE: 3/4/99

FILED
99 MAR -8 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA