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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bars tool Station II, Inc

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**ARTICLES OF INCORPORATION
FOR
BARSTOOL STATION II, INC.**

The undersigned hereby form a corporation pursuant to Chapter 607 of the Florida Statutes.

ARTICLE ONE

NAME

The name of this corporation shall be BARSTOOL STATION II, INC.

ARTICLE TWO

DURATION

This corporation shall have perpetual existence.

ARTICLE THREE

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to offer and issue 1000 shares of \$1.00 par value common stock.

ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is: 2321 N. Federal Highway, Stuart, Florida 34994. The name of the initial registered agent of this corporation at that address is: DOMINICK DEVIVO.

ARTICLE SIX
DIRECTORS

This corporation shall have one (1) director constituting its initial board of directors. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial member of the board of directors is:

DOMINICK DEVIVO
2321 N. Federal Highway
Stuart, Florida 34994

ARTICLE SEVEN
INCORPORATOR

The name and address of the individual signing these Articles of Incorporation as incorporator is:

DOMINICK DEVIVO
2321 N. Federal Highway
Stuart, Florida 34994

ARTICLE EIGHT
PRINCIPAL OFFICE

The principal office and mailing address of the corporation is: 2321 N. Federal Highway, Stuart, Florida 34994.

ARTICLE NINE
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE TEN
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 to which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE ELEVEN
AMENDMENTS TO ARTICLES AND BY-LAWS

The power to adopt, amend, alter or repeal these Articles of Incorporation as well as the by-laws of this corporation shall be reserved to the shareholders.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of April, 1999.


DOMINICK DEVIVO

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of April, 1999, by **DOMINICK DEVIVO**, who is personally known to me or who has produced a Florida driver's license as identification and did take an oath.

(NOTARY SEAL)


Printed Name: Cheryl A Vancura
NOTARY PUBLIC
My Commission Expires:

OFFICIAL NOTARY SEAL
CHERYL A VANCURA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC466561
MY COMMISSION EXP. JUNE 2, 1999

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation, BARSTOOL STATION II, INC. at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 23 day of April, 1999.


DOMINICK DEVIVO

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