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FAX (561) 337-3103

July 20, 1999

P99000067531

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

Attn: New Filings

In re: *Sparetime of the Treasure Coast, Inc.*

800002940118--1
-07/23/99--01059--007
*****78.75 *****78.75

To Whom It May Concern:

We are enclosing herewith an original and one copy of the Articles of Incorporation for the above-referenced proposed corporation. Also enclosed is your filing fee in the amount of \$78.75. Upon filing of the Articles of Incorporation, please return a certified copy of the same to my office.

In the meantime, should you have any questions or require additional information, please feel free to contact my office.

Very truly yours,

KRIEGER & FARLEY

Jack Krieger
Jack Krieger

JK:bjw
Enclosures

Barbara Wilson

AUTHORIZATION BY PHONE
CORRECT *Copy None*
DATE *7-29-99*
DOC. EXAM *CB*

99 JUL 23 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation shall be and is:

SPARETIME OF THE TREASURE COAST, INC.

2. The duration of the corporation shall be perpetual and the commencement of the corporate existence shall be at the time of the filing of these Articles.

3. The general purpose of the corporation shall be to construct, own and operate a bowling entertainment center and any other lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

4. The address of the principal office and the mailing address of the corporation are:

1725 SW Biltmore St.
Port St. Lucie, FL 34984

5. The aggregate number of shares of stock of the corporation shall be Ten Million (10,000,000) shares of common stock, each having a par value of One and No/100 (\$1.00) Dollar for a total authorized capitalization of Ten Million and No/100 (\$10,000,000.00) Dollars. Each of such shares shall be entitled to one (1) vote and no other classes of stock are authorized.

6. The street address of its initial registered office and the name of its initial registered agent at such address are:

Stephen J. Mahlschnee
1725 SW Biltmore St.
Port St. Lucie, FL 34984

7. The initial Board of Directors of the corporation shall be five (5), their names and addresses being:

Joseph Donahue
1642 SW Gemini Lane
Port St. Lucie, FL 34984

Rod Poll
2414 Burton St.
Port St. Lucie, FL 34952

Randy Hantman
813 SE Starflower Ave.
Port St. Lucie, FL 34983

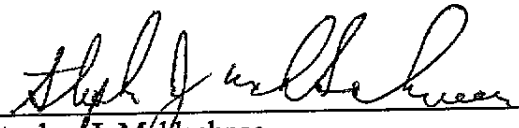
Jay Towler
698 SE Keyes St.
Port St. Lucie, FL 34983

Stephen J. Mahlschnee
226 SE Chaloupe Ave.
Port St. Lucie, FL 34983

8. The name and address of the incorporator hereof is:

Stephen J. Mahlschnee
226 SE Chaloupe Ave.
Port St. Lucie, FL 34983

IN WITNESS WHEREOF, Stephen J. Mahlschnee, the Incorporator, has hereunto
set his name and seal this 19 day of July, 1999.


Stephen J. Mahlschnee

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, a Notary Public in and for said State and County, personally
appeared STEPHEN J. MAHLSCHNEE, who is (X) personally known to me or who has

() produced _____ as identification, who

acknowledges himself to be the Incorporator of SPARETIME OF _____ and that he has
THE TREASURE COAST, INC.

signed his name to these Articles of Incorporation for the purposes herein contained and
to have the same recorded and filed as such.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal
this 19th day of July, 1999.

Barbara J. Wilson
Notary Public, State of Florida
My commission expires:



Barbara J. Wilson
MY COMMISSION # CC543414 EXPIRES
May 1, 2000
CONDED THRU TROY FAIN INSURANCE, INC.

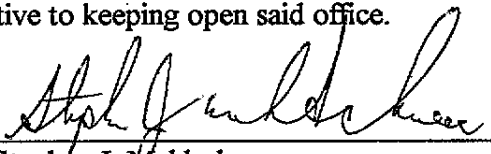
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

That SPARETIME OF (a corporation for profit), desiring to organize under the
THE TREASURE COAST, INC.
laws of the State of Florida, with its principal office as indicated in the Articles of
Incorporation of the County of St. Lucie, State of Florida, has named Stephen J.
Mahlschnee, 1725 SW Biltmore St., Port St. Lucie, FL 34984, as its agent to accept
service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation,
at the place designated in the Certificate, I hereby accept this act in this capacity and agree
to comply with the provisions of said Act relative to keeping open said office.



Stephen J. Mahlschnee
1725 SW Biltmore St.
Port St. Lucie, FL 34984

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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