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SIDNEY EFRONSON
ATTORNEY-ABOGADO

SIDNEY EFRONSON
SARINO R. (RUSS) COSTANZO*
*ADMITTED TO FL. N.Y. & D.C. BARS

MICHAEL J. OSMAN
OF COUNSEL

September 27, 1999

SUITE 100
2250 SOUTHWEST 3RD AVENUE
(CORAL WAY)
MIAMI, FLORIDA 33129

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

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-09/29/99-01030-002
****125.00 *****78.75

Re: Filing Articles of Incorporation of
17th AVE. GAMES & BILLIARDS, INC.

Dear Sir/Madam:

Enclosed please find three executed copies of the Articles of Incorporation on the above-named corporation. Also enclosed please find our check in the amount of **\$125.00** representing your payment for the filing of same.

Very truly yours,

Sidney Efronson
Sidney Efronson/jm.

SE/jm
Enc.

FILED
1999 SEP 29 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Oct 10/1

FILED

1999 SEP 29 AM 11:48

**ARTICLES OF INCORPORATION
OF
17th AVE. GAMES & BILLIARDS, INC.**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned hereby executes these Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporation for profit.

ARTICLE ONE

This corporation is organized and incorporated under Section 607, F.S.A.

ARTICLE TWO

The name of this corporation is:

17th AVE. GAMES & BILLIARDS, INC.

The mailing address of this corporation is:

c/o SIDNEY EFRONSON, Resident Agent
2250 S.W. 3rd AVENUE, SUITE 100
MIAMI, FLORIDA 33129

ARTICLE THREE

This corporation shall commence its existence on filing, and its existence shall be perpetual.

ARTICLE FOUR

This corporation is organized for the following purposes: to conduct any lawful business permitted to be carried on in the State of Florida, or as a Florida corporation for profit.

ARTICLE FIVE

The maximum number of shares of common stock with no par value that this corporation is authorized to have outstanding at any one time is 50 shares.

The amounts and descriptions of other than no par value common voting stock which this corporation is authorized to have outstanding are none.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporator or by the directors at a meeting called for such purposes or at the organization meeting.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporation or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of such amount of the capital stock as the directors may decide.

ARTICLE SIX

The address of the initial registered office of this corporation is: 2250 S.W. 3rd AVENUE, SUITE 100, MIAMI, FLORIDA 33129 and the name of the initial registered agent of this

corporation at that address is: SIDNEY EFRONSON.

The board of directors may in its discretion change the location of the registered office of the corporation and the designation of the registered agent, and notify the Secretary of State, without the need of any amendment of this Certificate.

ARTICLE SEVEN

The number of directors of this corporation shall not be less than one (1). The number of directors may be increased from time to time by the by-laws. The name and address of their initial director of this corporation is:

HARRY B. MARTIN

Address: c/o SIDNEY EFRONSON, Resident Agent
2250 S.W. 3rd AVENUE, SUITE 100
MIAMI, FLORIDA 33129

ARTICLE EIGHT

The name and address of the person signing these Articles, the number of shares held and the amount of capital is:

HARRY MARTIN	50 shares	\$500.00 Capital
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c/o SIDNEY EFRONSON, Resident Agent
2250 S.W. 3rd AVENUE, SUITE 100
MIAMI, FLORIDA 33129

ARTICLE NINE

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

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ARTICLE TEN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ELEVEN

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 24th day of September, 1999.


HARRY B. MARTIN

STATE OF FLORIDA

COUNTY OF DADE

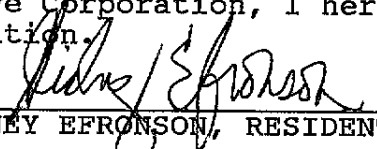
)
) ss.:
)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared HARRY B. MARTIN to me well known and known to me to be the individual who executed the foregoing Articles of Incorporation, and who produced identification, Driver's License, and acknowledged before me that he executed the same for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto set my official seal, in the State and County aforesaid, this 24th day of September, 1999.


NOTARY PUBLIC

Having been named Resident Agent of the above Corporation, I hereby accept this position.


SIDNEY EFRONSON, RESIDENT AGENT

