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October 12, 1999

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****122.50 *****78.75

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

Re: The Billiard Club, Inc.

Gentlemen:

Enclosed please find original and copy of Articles of
Incorporation of the above-named corporation.

Also enclosed is a check in the sum of \$122.50 which represents
the following:

Filing Fee	\$35.00
Certified Copy	52.50
Resident Agent's Fee	<u>35.00</u>
TOTAL	<u>\$122.50</u>

Please file same and return a certified copy of the Charter to
this office.

Very truly yours,


Noel J. Feinberg

NJF:ds
enc.

FILED
99 OCT 27 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/27/99 TS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 20, 1999

NOEL J. FEINBERG
12550 BISCAYNE BLVD., STE. 304 B
N. MIAMI, FL 33181

SUBJECT: THE BILLIARD CLUB, INC.
Ref. Number: W99000024113

We have received your document for THE BILLIARD CLUB, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 499A00050458

ARTICLES OF INCORPORATION
OF

~~THE BILLIARD CLUB, INC.~~
BEACH BILLIARDS, INC.

FILED
99 OCT 27 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is *BEACH BILLIARDS, INC.*
~~THE BILLIARD CLUB, INC.~~

Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors or Stockholders.

ARTICLE II. TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act or engaged in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

It is the intention of this corporation that the stock shall qualify as "Section 1244 Stock" as such term is defined in the Internal Revenue Code and the regulations issued thereunder.

ARTICLE V. ADDRESS

The street address of the principal office of the corporation and the mailing address of the corporation is 3113 SOUTH OCEAN DRIVE, #306, HALLANDALE, FLORIDA 33009 and the name of the initial registered agent at such address is RANJI SINGH.

ARTICLE VI. DIRECTORS

The number of directors constituting the initial Board of

Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
RANJI SINGH	3113 SOUTH OCEAN DRIVE #306 HALLANDALE, FL 33009

ARTICLE VII. INCORPORATOR

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
RANJI SINGH	3113 SOUTH OCEAN DRIVE #306 HALLANDALE, FL 33009

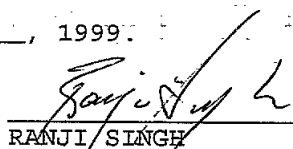
ARTICLE VIII. ELECTION OF OFFICERS

At the election of the officers of this corporation, this corporation may be qualified as a Sub-Chapter S corporation pursuant to the laws of the United States and the Internal Revenue Service. This provision shall be applicable only if the business in which the corporation engages qualifies for such tax treatment under the laws of the United States.

ARTICLE IX. INDEMNIFICATION

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of OCTOBER, 1999.

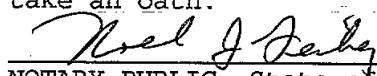


RANJI SINGH (SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 1st day of OCTOBER, 1999, by RANJI SINGH, who is personally known to me or who has produced FL. D/K as identification and who did take an oath.

NOTARY PUBLIC - STATE OF FLORIDA
NOEL J. FEINBERG
COMMISSION # CC734473
EXPIRES 5/29/2002
BONDED THRU ASA 1-888-NOTARY1



NOTARY PUBLIC, State of Florida

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, 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.

- BEACH BILLIARDS, INC.*
1. The name of the corporation is ~~THE BILLIARD CLUB, INC.~~
2. The name and address of the registered agent and office is:

Name: **RANJI SINGH**

Address: **3113 SOUTH OCEAN DRIVE, #306
HALLANDALE, FLORIDA 33009**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

Ranji Singh

DATE

OCTOBER 1, 1999

FILED
99 OCT 27 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA