

FILED

ARTICLES OF INCORPORATION

OF

REO, INC.

KNOW ALL BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, Idaho Code Section 30-1-1, et seq., does hereby certify, declare and adopt the following Articles of Incorporation:

1. **NAME:** The name of the Corporation is REO, Inc.
2. **PURPOSES:** The nature of the business, or objects or purposes to be transacted, promoted, or carried on by the Corporation are:
 - a.) To sell pool and billiard supplies and equipment, barstools and related products.
 - b.) To transact any other lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.
3. **STOCK:** The Corporation shall have the authority to issue the aggregate number of 10,000 shares of no par value common stock. Said shares shall be of one class only.
4. **DURATION:** The Corporation is to have perpetual existence.
5. **BOARD OF DIRECTORS:** The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least 18 years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one. None of the directors needs to be a stockholder of the Corporation or a resident of the State of Idaho.

The name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Jeffrey Brooks	1027 Cayman Drive Meridian, Idaho 83642

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6. **LIMITED LIABILITY:** The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

7. **MEETINGS OF STOCKHOLDERS:** Meetings of the stockholders may be held outside the State of Idaho, if the Bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

8. **AMENDMENT OF ARTICLES:** The Corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

9. **INCORPORATOR:** The name and place of residence of the incorporator is as follows:

Jeffrey Brooks
1027 Cayman Drive
Meridian, Idaho 83642

10. **REGISTERED OFFICE AND AGENT:** The address of the registered office of this Corporation in the State of Idaho and the name of the registered agent at this address is:

Jeffrey Brooks
1027 Cayman Drive
Meridian, Idaho 83642

The registered office may be changed to such other location in the State of Idaho, as the Board of Directors may thereafter determine.

11. **LIMITATION OF DIRECTORS' LIABILITY:** A director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to this Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 30-1-48, Idaho Code, or (d) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article by the shareholders of the Corporation

shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

DATED January 29, 1999.

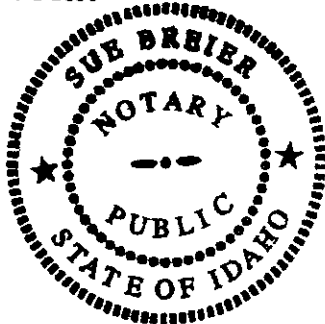

Jeffrey Brooks


CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF IDAHO)
) ss.
County of Ada)

On this 29 day of January, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared JEFFREY BROOKS, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.




Notary Public for Idaho
Residing at Boise
My Commission Expires: 5-24-2003