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TALLAHASSEE, FLORIDA

BEIR & FISCHER ACCOUNTING, INC.

A PROFESSIONAL ASSOCIATION OF ACCOUNTANTS

April 30, 2004

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

Re: INCORPORATION - Top Shelf Productions, Inc.

Dear Sir:

Enclosed please find one original and one copy of Articles of Incorporation and Certificate of Resident Agent for the above proposed corporation.

Also find enclosed our check in the amount of $ 70.00 to cover the filing fee costs. Please mail the papers to this office. Your assistance is greatly appreciated.

Very truly yours,

Jim D. Fischer

• MANDARIN LANDING SHOPPING CENTER • 10601-210 SAN JOSE BOULEVARD • JACKSONVILLE, FLORIDA 32257 • (904) 262-9747 •

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TOP SHELF PRODUCTIONS, INC.

We, the undersigned, hereby associate ourselves together 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 formulation, liability, rights and privileges and immunities of a corporation for profit.

ARTICLE I- NAME

The name of the corporation shall be **TOP SHELF PRODUCTIONS, INC.**

ARTICLE II- OFFICE

The principal office of this corporation shall be situated at **7020 BERRY AVENUE JACKSONVILLE, FLORIDA 32211** and said corporation shall have the rights and privileges of business in such states of the United States and foreign countries whenever the Board of Directors may from time to time order and establish.

ARTICLE III- REGISTERED AGENT

The street address of this corporation's initial registered office will be **7020 BERRY AVENUE JACKSONVILLE, FLORIDA 32211** and the name of its initial registered agent will be **JAD HANANIA** at such address.

ARTICLE IV- NATURE OF BUSINESS

The nature of the business and the purposes to the transacted are to engage in and to have unlimited power to do any lawful act concerning any of all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Law.

ARTICLE V- CAPITAL STOCK

The total authorized capital stock of this corporation shall be 10,000, divided into a maximum of 10,000 shares, which shall be of common stock of par value of $ 1 each, fully paid and nonassessable.

All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them a preference in the purchase of same, and any attempted sale in violation of this provision is null and void. A stockholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders, or the corporation, within six months thereafter, thy shall be deemed to have waive their privilege of purchasing, and he shall be at liberty to sell to anyone else, according to the same terms as file with the corporation.

ARTICLE VI- CAPITAL

The amount of capital with which the corporation shall commence business shall not be less than **$ 500.00.**

ARTICLE VII- TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VIII- POSITIONS

The business of this corporation shall be conducted by a Board of Directors consisting of one or more persons.

The officers of this corporation shall be a President,a Vice President, a Secretary, a Treasurer, and such other officers as shall be appointed in accordance with the By-laws of this corporation.

ARTICLE IX- DIRECTORS

The names and street addresses of the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting, or until their successors are elected and have qualified, are as follows:

NAME	ADDRESS
JAD HANANIA	7020 BERRY AVENUE JACKSONVILLE, FLORIDA 32211
KEVIN KUBALA	8118 BAYMEADOWS CIRCLE E UNIT 1 JACKSONVILLE, FLORIDA 32256

ARTICLE X- OFFICERS

The following shall hold office named until their successors shall be regularly elected and shall be qualified:

NAME	ADDRESS
JAD HANANIA - PRES., TREAS.	7020 BERRY AVENUE JACKSONVILLE, FLORIDA 32211
KEVIN KUBALA -VICE-PRES., SEC.	8118 BAYMEADOWS CIRCLE E UNIT 1 JACKSONVILLE, FLORIDA 32256

ARTICLE XI- STOCK SUBSCRIBERS

The names and street addresses of each subscriber of stock are:

NAME	ADDRESS
JAD HANANIA	7020 BERRY AVENUE JACKSONVILLE, FLORIDA 32211
KEVIN KUBALA	8118 BAYMEADOWS CIRCLE E UNIT 1 JACKSONVILLE, FLORIDA 32256

The undersigned incorporator has executed these Articles of Incorporation this 30TH day of APRIL, 2004.

SIGNATURE OF STOCK SUBSCRIBER

SIGNATURE OF STOCK SUBSCRIBER

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered, in the State of Florida.

1. The name of the corporation is: **TOP SHELF PRODUCTIONS, INC.**

2. The name of the registered agent and office address is:

JAD HANANIA
7020 BERRY AVENUE
JACKSONVILLE, FLORIDA 32211

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: _____
(REGISTERED AGENT)

DATE: 4/30/04

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TALLAHASSEE, FLORIDA