

Charter Number Only

VALIDATION ONLY

Michael Cholobal

Requestor's Name

1460 Brickell Avenue #212

Address

Miami, FL 33121

City

State

ZIP

Phone

(305) 381-8810C

200003581552--9

-01/26/01--01083--008

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Top Dog, Inc

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name	
Availability	
Document	
Examining	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

Cert Copy

RECEIVED  
01 JAN 26 AM 9:07  
DIVISION OF CORPORATIONS  
ALLAHASSEE, FLORIDA

FILED  
01 FEB -7 PM 12:31  
SECRETARY OF STATE  
ALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 26, 2001

EMPIRE

MIAMI, FL

SUBJECT: TOPDOG, INC.  
Ref. Number: W01000002010

We have received your document for TOPDOG, INC.. However, the document has not been filed and is being returned for the following:

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 301A00004462

RECEIVED  
FEB -7 AM 11:07  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TOP DOG WORLD, INC.**

**FILED**  
01 FEB - 7 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is TOP DOG WORLD, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: 3059 Matilda Street,  
Coconut Grove, FL 33133.

ARTICLE III

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

#### ARTICLE IV

##### TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

#### ARTICLE V

##### CAPITAL STOCK

This Corporation is authorized to issue, 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares." The holders of the Common Shares shall have voting rights of one vote per share, except as otherwise provided by applicable law, or unless such shares shall be issued by the Corporation as Nonvoting Common Shares.

#### ARTICLE VI

##### PREEMPTIVE RIGHTS

Every shareholder of Common Shares, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which such new stock is offered to others.

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3059 Matilda Street, Coconut Grove, Florida 33133, and the name of the initial registered agent of this Corporation at that address is Paul A. Felfle. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

## ARTICLE VIII

### INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-laws. The name(s) and address(es) of the initial director(s) of this corporation is (are) as follows:

<u>Name</u>	<u>Address</u>
PAUL A. FELFLE	3059 Matilda Street, Coconut Grove, Florida 33133
SANDRA VELEZ-FELFLE	3059 Matilda Street., Coconut Grove, Florida 33133
SHADIA K. FELFLE	3059 Matilda Street., Coconut Grove, Florida 33133

## ARTICLE IX

### DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

## ARTICLE X

### VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation, unless otherwise herein provided.

## ARTICLE XI

### CLASSES OF DIRECTORS

The By-laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

## ARTICLE XII

### AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

These Articles of Incorporation may only be amended by a two thirds vote of the shareholders. The Board of Directors shall adopt By-laws for the Corporation. The By-laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-laws.

## ARTICLE XIII

### POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

## ARTICLE XIV

### DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

## ARTICLE XV

### INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

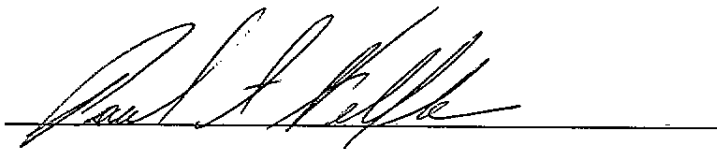
## ARTICLE XVI

### INCORPORATOR

The name and address of the incorporator signing these Articles is:

**PAUL A. FELFLE**  
3059 Matilda Street  
Coconut Grove, FL 33133

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this day 6<sup>th</sup> day of February, 2001.

A handwritten signature in dark ink, appearing to read 'Paul A. Felfle', is written over a horizontal line.

Signature of Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the register office/registered agent, in the state of Florida.

1. The name of the Corporation is TOP DOG WORLD, INC.
2. The name and address of the registered agent is as follows:

PAUL A. FELFLE  
3059 Matilda Street  
Coconut Grove, Florida 33133

2-6-2001

Date

  
\_\_\_\_\_  
PAUL A. FELFLE, INCORPORATOR

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF THIS 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.

2-6-2001

Date

  
\_\_\_\_\_  
PAUL A. FELFLE  
Registered Agent

**FILED**  
01 FEB -7 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA