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BEIGHLEY & MYRICK, P.A.

1255 WEST ATLANTIC BOULEVARD, SUITE F-2
POMPANO BEACH, FL 33069

ADAM S. BEIGHLEY
EDWARD L. MYRICK, JR.

August 14, 2001

TELEPHONE (954) 784-3298
FAX (954) 784-1282

FILED
AUG 20 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

New Filing Section
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

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****122.50 *****78.75

RE: INCORPORATION OF TOP SHELF MANAGEMENT, INC.

Ladies and Gentlemen:

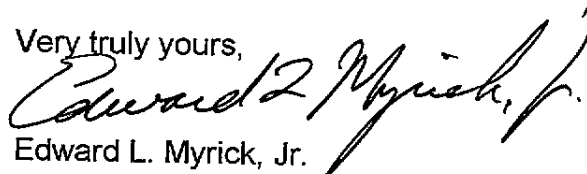
Please find enclosed an original of the Articles of Incorporation, together with a photocopy thereof, to form the above-named corporation. The designation of the Registered Agent is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles. Please also find enclosed a check in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50) representing the following:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	\$ 35.00
Certification Fee - Articles of Incorporation	<u>\$ 52.50</u>
Total	\$122.50

If you find the enclosures in order, please file the original Articles, certify the photocopy thereof and return the certified copy to me as soon as possible in the enclosed stamped, self-addressed envelope.

Thank you for your assistance in this matter.

Very truly yours,


Edward L. Myrick, Jr.

ELM/dl
Enclosures

F. CHANCE

AUG 22 2001

**ARTICLES OF INCORPORATION OF
TOP SHELF MANAGEMENT, INC.,
A FLORIDA CORPORATION**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is TOP SHELF MANAGEMENT, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation has not yet been established. The current mailing address of the Corporation is 1283 SW 13th Street, Boca Raton, Florida 33486.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, One Dollar (\$1.00) par value per share.

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ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Address

Edward L. Myrick, Jr.

1255 W. Atlantic Blvd., #F2
Pompano Beach, FL 33069

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

Name

Address

Christian Matteis

1283 SW 13th Street
Boca Raton, FL 33486

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Article are:

Name

Address

Christian Matteis

1283 SW 13th Street
Boca Raton, FL 33486

ARTICLE VII

AMENDMENTS

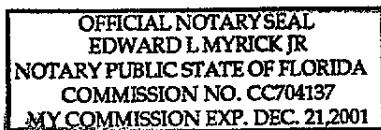
The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10 day of August, 2001.

× Christian Matteis
Christian Matteis
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 10 day of August, 2001, by Christian Matteis, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

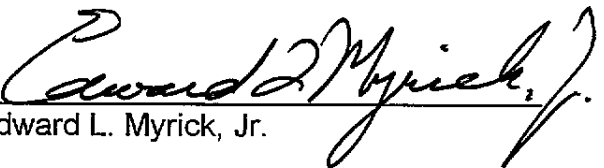


Name: Edward L. Myrick Jr.
Notary Public
Serial No. CC 704137
My Commission Expires: 12/21/01

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of Top Shelf Management, Inc., simultaneously with my being designated, as made in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Date: 8/10/01


Edward L. Myrick, Jr.

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