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FLORIDA PROFIT/NON PROFIT CORPORATION

top shelf audio, inc.

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**ARTICLES OF INCORPORATION
OF
TOP SHELF AUDIO, INC.**

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Accountant
N. M. Ventrella
Business Bookkeeping Service, Inc.
2711 N.W. 6th Street
Gainesville, FL 32609
352-375-2797

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I, the undersigned subscriber to these Articles of Incorporation, a natural person and competent to contract, adopt the following Articles of Incorporation.

Article I

The name of the corporation shall be:

TOP SHELF AUDIO, INC.

Article II

The general powers, purpose and nature of the business to be transacted, promoted or carried on by this Corporation are as follows:

A. To purchase or otherwise acquire the whole or any part of the property, assets, goodwill, rights and business, and to undertake or assume the whole or any part of the bond, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities, and obligations of any person, firm, association, corporation or organization; and to pay for the same, or any part or combination thereof, in cash, shares of the capital stock, bonds, debentures, notes or other obligations of this Corporation, or otherwise, or by undertaking or assuming the whole or any part of the liabilities or obligations of the transferees; and to hold or in any manner dispose of, the whole or any part of the property and assets so acquired or purchased; and, to utilize, enjoy and conduct, in any lawful manner, the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carry on of such business.

B. To borrow or raise money for any of its purposes without limits as to amount; and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences of indebtedness, of any nature, and in any manner whether secured or unsecured, for monies so borrowed, or in payment of property acquired, or for any of the objects or purposes of this Corporation; and, to secure the payment of the principal and interest of any obligations by mortgage, pledge, deed, indenture, agreement, instrument of trust, lien upon, assignment of, or agreement in respect of all or any part of the property, real or personal, of this Corporation, or of all or any of its rights or interest therein, whatsoever situated, and whether at the time owned or thereafter acquired; and in such manner an upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of this Corporation for its corporate purposes.

C. To do any and all things necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any one or more of the above purposes, or the attainment of any one or more of the objects herein enumerated or designated; directly or indirectly, to promote the interests of this Corporation or to enhance the value of any of its property or business.

D. To carry on business at any place or places, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any of such place or places.

E. To enter into, make, perform and carry out the contracts of any sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature with any person, firm, corporation, private, public, or municipal, body politic under the government, or colony thereof, so far as, and to the extent that the same may be done and performed by corporations within the laws under which this corporation is organized.

F. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

G. To do all and anything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals, and either as principal or agent, and to do every other act or acts, thing or things.

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ARTICLE III

A. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time shall be 500 shares of voting common stock, each share having a \$1.00 par value. The consideration for said shares of stock may be paid for in cash, labor, services, real or personal property, at a just valuation thereof to be fixed by the Board of Directors at a meeting held for that purpose.

B. The shares of stock to be issued by the Corporation shall be issued, accepted and held subject to the following provisions and restrictions upon sales and transfers thereof:

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer any share of the stock in the Corporation, such stockholder must by giving written notice of such desire to a majority of the Board of Directors, first afford to the Corporation or the nominee of its Board of Directors, the right and privilege for thirty (30) days to purchase the same at a price agreed upon in writing between such stockholders and the Corporation or such nominee or on default of such agreement, at a price equal to the book value of said stock, and no stock of the Corporation shall be transferred upon its books unless the forgoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

ARTICLE IV

The amount of capital stock with which this Corporation will begin business shall be not less than 500 shares at par value \$1.00.

ARTICLE V

This Corporation shall have perpetual existence and shall commence its corporate existence on filing of these articles with the Secretary of State, State of Florida.

ARTICLE VI

The initial street address of the principal office of this Corporation in the State of Florida is:

TOP SHELF AUDIO, INC.
2 NW 29 STREET
GAINESVILLE, FL 32607

ARTICLE VII

This Corporation shall have 1 directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders.

ARTICLE VIII

The names and street addresses of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws and applicable Florida Statutes, shall hold office for the first year of existence of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:

ADAM LIPSKY
2 NW 29 STREET
GAINESVILLE, FL 32607

ARTICLE IX

The officers of this corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, and the Board of Directors may deem such other officers and agents as necessary. All such officers and agents shall be chosen in such manner, shall hold their offices for such terms, and shall have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. All persons may hold two or more offices, except that the President shall not also be the Secretary.

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ARTICLE X

The names and addresses of each person signing the Articles of Incorporation as a subscriber are as follows:

ADAM LIPSKY
2 NW 29 STREET
GAINESVILLE, FL 32607

ARTICLE XI

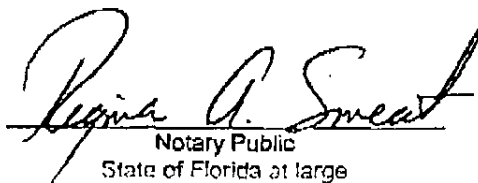
The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereof, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I (we) the undersigned, being the original subscriber(s) to the capital stock hereinbefore named, for the purpose of forming a corporation to do business within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and that I (we) have done same for the purpose of becoming a corporation under the said laws of the State of Florida, and I (we) have hereunder set my(our) hand and seal at Alachua County, Florida this 11 day of June, 2007.


ADAM LIPSKY

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this 11 day of June, 2007, before me personally appeared above signed individual(s) who acknowledged before me that he (they) executed the above and forgoing Articles of Incorporation under the laws of the State of Florida, under the corporate name of Top Shelf Audio, Inc. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Gainesville, Florida this 11 day of June, 2007.


Regina A. Smeat
Notary Public
State of Florida at large

My commission expires: 10-4-2007



Regina A. Smeat
My Commission 00230686
Expires October 04, 2007

Personally Known ☒ OR
Driver License ☐
Type of Identification Produced:

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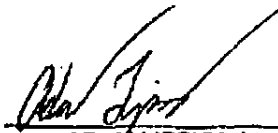
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESSES WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, following is submitted in compliance with said act.

That Top Shelf Audio, Inc., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida, has named Adam Lipsky, located at 2 NW 29 Street, City of Gainesville, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at place designated in the certificate, I hereby accept to act in this capacity, and agree to comply, with the provision of said Act relative to keeping open said office.



ADAM LIPSKY, Agent

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