

P97000073013

August 1, 1997

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Top Shelf Hockey, Inc.

300002256253--3
-08/04/97--01064--014
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,



Scott A. Baldwin
Top Shelf Hockey

2151 NE Coachman Road
Clearwater, FL 34625

FILED
97 AUG 22 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 8/22/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 6, 1997

SCOTT A. BALDWIN
2151 NE COACHMAN ROAD
CLEARWATER, FL 34625

SUBJECT: TOP SHELF HOCKEY SCHOOL
Ref. Number: W97000018084

We have received your document for TOP SHELF HOCKEY SCHOOL and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 797A00039898

ARTICLES OF INCORPORATION
OF
TOP SHELF HOCKEY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: TOP SHELF HOCKEY, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

Authorized capital stock may be paid in cash, services, or property, at a just value to be fixed by the Board.

ARTICLE V - PRINCIPAL OFFICE

The principal office or mailing address is of the Corporation is 2151 NE Coachman Road, Clearwater, FL 34625.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2151 NE Coachman Road, Clearwater, FL 34625, and the name of the initial Registered Agent of this Corporation at such address is Scott A. Baldwin.

I hereby am familiar with and accept the duties and responsibilities of Registered Agent
 , Scott A. Baldwin.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial Directors of this Corporation are:

Scott A. Baldwin
2151 NE Coachman Road
Clearwater, FL 34625

David Hopkins McLean
2151 NE Coachman Road
Clearwater, FL 54625

ARTICLE VIII - INCORPORATOR

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

Scott A. Baldwin
2151 NE Coachman Road
Clearwater, FL 34625

ARTICLE IX - BYLAWS

The power to adopt, alter, Amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by majority interest of the Shareholders of the stock entitled to vote thereon, unless all Directors and add the Shareholders sign a written statement manifesting their intentions that a certain Amendment of the Articles of Incorporation be made.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

ARTICLE XI - REMOVAL OF OFFICERS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XII - INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors of any other Corporation, firm association, of entity in which one or more of its Directors or officers are financially interested shall be either void or violable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approved, or ratifies the contract or

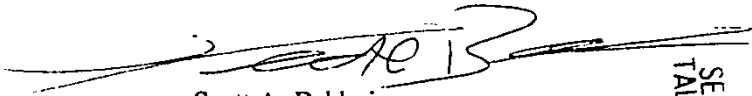
transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

- (b) The fact of such relationship of interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the shareholders.

ARTICLE XIII - EXRTAORDINARY ACTION

The affirmative vote of fifty-one (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of August, 1997.

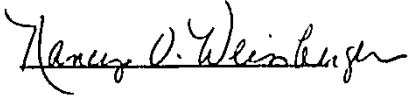

Scott A. Baldwin
Incorporator

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97 AUG 22 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COUNTY OF PINELLAS

STATE OF FLORIDA

THE FOREGOING ARTICLES OF INCORPORATION, were acknowledged before me this 20th day of August 1997 by Scott A. Baldwin, who is personally known to me.


Notary Public

Name _____

Commission Exp. _____

