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FILED

98 JUL -7 AM 11: 30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Top Shelf Nutrition, Inc. (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_

RECEIVED  
98 JUL -7 AM 10: 58  
DIVISION OF CORPORATION

- Walk in     Pick up time 7/7     Certified Copy
- Mail out     Will wait     Photocopy *Stamped*     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

P. Hall  
JUL 7 1998  
4

Examiner's Initials

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

**FILED**  
**98 JUL -7 AM 11:30**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is TOP SHELF NUTRITION, INC. and its principal place of business shall be located at 401 N.E. Mizner Blvd., Tower 204, Boca Raton, FL 33432

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 401 N.E. Mizner Blvd., Tower 204, Boca Raton, FL 33432, and the name of the initial registered agent of this corporation at that address is BRIAN YUSEM.

**ARTICLE VII - DIRECTORS**

Initially, this corporation shall have one (1) Director who shall serve until his successor(s) shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number

of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Brian Yusem	401 N.E. Mizner Blvd., Tower 204 Boca Raton, FL 33432

#### **ARTICLE VIII - OFFICERS**

The Officers of the corporation shall be elected at the first meeting of the Board of Directors.

#### **ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Brian Yusem	401 N.E. Mizner Blvd., Tower 204 Boca Raton, FL 33432

#### **ARTICLE X - INDEMNIFICATION**

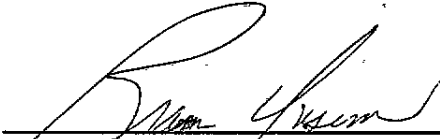
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

#### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

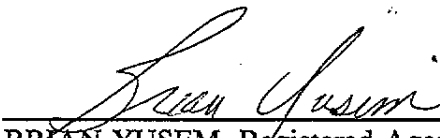
Dated: July 6, 1998.

  
\_\_\_\_\_  
BRIAN YUSEM, Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and 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. 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.

Dated: July 6, 1998.

  
\_\_\_\_\_  
BRIAN YUSEM, Registered Agent

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