

ARTHUR D. DECKELMAN

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Arthur D. Deckelman  
FLORIDA, CA

PP9000082921

September 9, 1999

SECRETARY OF STATE  
Department of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Top of Her Game, Inc.  
Our File Number: 9-156-D

200002985462--5  
-09/13/99-01122-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

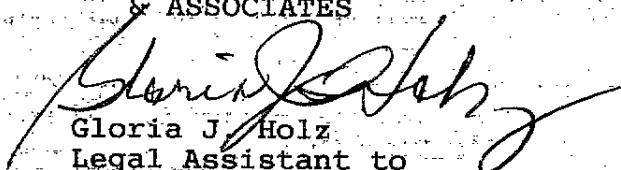
Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, Top of Her Game, Inc.

Also, enclosed is a check in the amount of \$78.75 to cover the various fees and a Certificate of Status. If you find that everything is in order, please file the Articles of Incorporation and return a copy of the Articles and the Certificate of Status to this office.

If you have any questions, please contact our office. Thank you for your time and attention to this matter.

Best Regards,

ARTHUR D. DECKELMAN, P.A.,  
& ASSOCIATES

  
Gloria J. Holz  
Legal Assistant to  
Arthur D. Deckelman, Esq.

/gjh  
Enclosures

FILED  
SEP 13 PM 5:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COMMUNICATIONS  
SEP 20 1999

**ARTICLES OF INCORPORATION**

**OF**

**Top of Her Game, Inc.**

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TALLAHASSEE  
STATE OF FLORIDA  
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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I. NAME**

The name of the corporation ("Corporation") shall be:

**Top of Her Game, Inc.**

The street address of the principal office of the Corporation shall be 4501 Vineland Road, Suite 106, Orlando, Florida 32811, and the mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares this Corporation is authorized to issue is 2500 shares, all of which shall be Common Shares, having \$0.50 par value per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV. REGISTERED AGENT**

The initial street address of the Corporation's registered

office is 4501 Vineland Road, Suite 106, Orlando, Florida 32811. The initial registered agent for the Corporation at that address is BARRY GLADYS.

#### ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

#### ARTICLE VI. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Address</u>
DENISE FISHER President	210 Magnolia Road, #105 Maitland, Florida 32751
JAMES CARON Vice-President	105 Pineapple Lane Altamonte Springs, FL 32714
BARRY GLADYS Secretary/Treasurer	4501 Vineland Road, Suite 106 Orlando, Florida 32811

#### ARTICLE VII. INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Underdog Productions, Inc.	4501 Vineland Road, Suite 106 Orlando, Florida 32811
Somewhere on Location, Inc.	39322 U S Highway 19 North Palm Harbor, Florida 34689
Denise Fisher	210 Magnolia Road, #105 Maitland, Florida 32751

#### ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify its directors, officers,

employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation this 25<sup>th</sup> day of August, 1999.

Underdog Productions, Inc.

By: Barry Gladys  
BARRY GLADYS

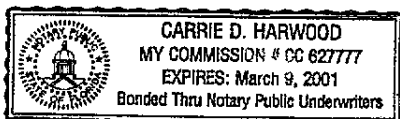
Somewhere on Location, Inc.

By: James Caron  
JAMES CARON  
Denise Fisher  
DENISE FISHER

STATE OF FLORIDA     )  
                                  : ss  
COUNTY OF            )

BEFORE ME, personally appeared BARRY GLADYS, JAMES CARON and DENISE FISHER, to me known, or who presented Fla Dc as identification, who after being duly sworn, acknowledged that they have read the foregoing ARTICLES OF INCORPORATION, and that they subscribed to these ARTICLES OF INCORPORATION on the 25<sup>th</sup> day of August, 1999.

[SEAL]



Carrie D. Harwood  
NOTARY PUBLIC  
Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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ARTHUR DECKELMAN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

First, Top of Her Game, Inc., desiring to organize under the laws of the State of Florida, with its principal office as 4501 Vineland Road, Suite 106, Orlando, Florida 32811, wishes BARRY GLADYS 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 the place designated in this 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, and state that I am familiar with and accept the obligations of that position pursuant to Florida Statute 607.0501(3).

*Barry Gladys*  
BARRY GLADYS

STATE OF FLORIDA )  
COUNTY OF ORANGE )<sup>88</sup>

BEFORE ME, the undersigned officer, personally appeared BARRY GLADYS, know to me to be the person whose name is subscribed to the instrument within and acknowledged that he executed same for the purposes contained therein.

WITNESS my hand and official seal in the County and State named above, this 30th day of August, 1999.



*Carrie D. Harwood*  
NOTARY PUBLIC  
Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_