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December 13, 2005

The Secretary of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: LEVELL INVESTMENTS, LLC, a Florida limited liability company

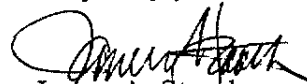
Dear Sir or Madam:

Enclosed herewith please find two original executed Articles of Organization/Designation of Registered Agent for the above referenced company, along with our check payable to the Secretary of State to pay for costs as follows:

Filing Fee/Registered Agent Designation	\$125.00
Certification & Return of Copy	30.00
Certificate of Status	<u>5.00</u>
Total	\$160.00

Kindly return the Certificate of Organization along with the certified copy of the Articles of Organization to me at the above address. Thank you for your attention to this matter.

Very truly yours,


James A. Staack

JAS/bb
Enclosures
E JIMLEVYSEC-STAT LLC

**ARTICLES OF ORGANIZATION
FOR
LEVELL INVESTMENTS, LLC
a Florida Limited Liability Company**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, does hereby adopt the following Articles of Organization:

ARTICLE I

The name of the company is LEVELL INVESTMENTS, LLC

ARTICLE II

The street address of the initial principal office of the company is:

9916 Tree Tops Lake Road
Tampa, FL 33626

The mailing address of the company is:

2 Ponderosa Drive
Holland, PA 18966

ARTICLE III

The street address of the initial registered office of the company is 900 Drew Street, Suite 1, Clearwater, FL 33755 and the name of the initial registered agent of the company at that address is James A. Staack, Esq.

Having been named as registered agent and to accept service of process for the above stated company at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and 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.

SIGNATURE _____


James A. Staack

ARTICLE IV

The company shall have perpetual existence, unless terminated by the unanimous written agreement of all members of the company, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all of the remaining members, or by amendment of these Articles of Organization providing for the continuing existence of the company notwithstanding the occurrence of any of the aforementioned events.

ARTICLE V

This company is organized for the purpose of conducting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE VI

All company power shall be exercised by, or under the authority of, and the business affairs of the company shall be managed under the direction of the members of the company. This Article may be amended from time to time in the regulations of the company by a unanimous vote of its members.

ARTICLE VII

Members shall have the right to admit new members by unanimous consent only. Contributions required of new members shall be determined as of the time of admission to the company. A member's interest in the company may not be sold or otherwise transferred except upon the unanimous written consent of members.

ARTICLE VIII

The Company shall dissolve upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the company; provided, however, that the Company may continue to exist and conduct its business upon the unanimous consent of the remaining members.

ARTICLE IX

Power to adopt, alter, amend or repeal the regulations of the company shall be vested in the members adopted by the members may be repealed or altered, new regulations may be adopted, and the members may prescribe in any regulations made by them that such regulations may not be

The undersigned has executed these Articles of Organization this 13th day of December, 2005.

In accordance with §608.403(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

E:VIM.LEVY@ARTORGAN.LC

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