

PO2000009139

TRANSMITTAL LETTER

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL. 32314

100004784161--3
-01/18/02--01037--024
*****78.75 *****78.75

SUBJECT:

TOP LEVEL ENTERTAINMENT, INC.

(Proposed Corporate Name – must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00	\$78.75	\$122.50	\$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee Certified Copy & Certificate

Associates

FROM:

Junior Acevedo
Acevedo & Associates
2594 Boggy Creek Rd.
Kissimmee FL 34744
(407) 348-4159 Office Phone
(407) 348-9772 Office Fax

FILED
2002 JAN 18 AM 9:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/1/28/02

**ARTICLE OF INCORPORATION
OF
TOP LEVEL ENTERTAINMENT, INC.**

FILED

2002 JAN 18 AM 9:22

The undersigned subscribers to these Articles of Incorporation is an natural person competent to contract and hereby form for profit Corporation under Section 607 of the Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1- NAME

The Name of the Corporation is **TOP LEVEL ENTERTAINMENT, INC.** (hereinafter, "Corporation").

ARTICLE 2- PURPOSE OF CORPORATION

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United State and State of Florida.

ARTICLE 3- PRINCIPAL OFFICE

The Address of the Principal office of this Corporation is 1927 White Heron Bay Circle, FL 32834 and the mailing address is the same.

ARTICLE 4- INCORPORATORS

The Name and Street Address of the Incorporators of this Corporation is:

Edwin Badillo
2624 Renegade DR. Apto. 208
Orlando, Florida 32818

Rafael Olmo
1927 White Heron Bay Circle
Orlando, Florida 32834

Eric S. Farmer
2726 Renegade Circle
Orlando, Florida 32818

ARTICLE 5- OFFICERS

The Officers of the Corporation shall be:

President : Edwin Badillo

Treasurer: Rafael Olmo

Secretary: Eric S. Farmer

Whose Address shall be the same as the principal address of the Corporation.

ARTICLE 6- DIRECTOR(S)

The Director (s) of the Corporation shall be:

Edwin Badillo

Rafael Olmo

Eric S. Farmer

Whose Addresses shall be the same as the principal Address of the Corporation.

ARTICLE 7- CORPORATE CAPITALIZACION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the pay value of fifteen dollars (\$15.00).
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, Whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8- POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10- REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all

purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11- REGISTERED OFFICE AND REGISTERED AGENT

The Initial Address of registered office of this Corporation is 1927 White Heron Bay Circle Orlando, Florida 32834 The name and address of the registered agent of this Corporation is Edwin Badillo 1927 White Heron Bay Circle Orlando, FL 32834. With signature below I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

ARTICLE 12- BAYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent, or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

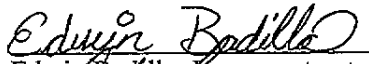
ARTICLE 13- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

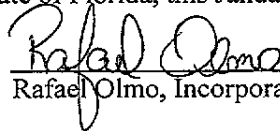
ARTICLE 14- AMENDMENT

The Corporation reserves the right to amend, alter change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter prescribed by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

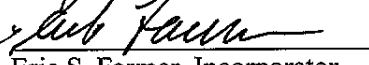
IN WITNESS WHEREOF, I have hereunto set my hand seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this January 11, 2002.



Edwin Badillo, Incorporator /Registered Agent



Rafael Olmo, Incorporator



Eric S. Farmer, Incorporator

FILED
2002 JAN 18 AM 9:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA