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(Business Entity Name)

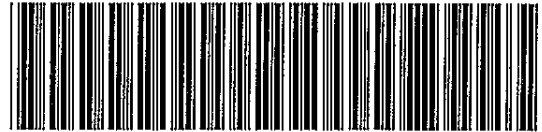
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Debbie's Accounting Service

Post Office Box 16952
Jacksonville, Florida 32245-6952
(904) 733-4547
(904) 725-9980 Fax

November 14, 2003

TO: Whom it may concern

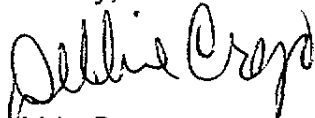
We are the accounting firm for the enclosed corporation and they wish you to please mail their completed corporation papers to our post box as follows:

Care of Debbies Accounting Service
PO Box 16952
Jacksonville, FL 32245-6952

We are paying \$78.75 which should include us receiving back from your office a complete set of corporate papers with each page stamped as to the filing date.

If you have any questions, please don't hesitate to call Debbie Crego at 904-733-4547.

Sincerely,

A handwritten signature in cursive script that reads "Debbie Crego".

Debbie Crego
President

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
Levy Adventures Inc.**

The Undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: Levy Adventures Inc. and the principal physical address of this corporation is 11 East Forsyth Street, #806, Jacksonville, FL 32202. The mailing address of this corporation is P. O. Box 16952, Jacksonville, Florida 32245-6952. The phone number of this corporation is 904-608-3018.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL SHARES

The aggregate number of shares, which the corporation shall have authority to issue, shall be one hundred (100) Shares of Common Stock, having a nominal par value of \$1.00 per share.

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Articles of Incorporation
of Levy Adventures Inc.

ARTICLE V - REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 11 East Forsyth Street, #806, Jacksonville, FL 32202 and the name of the initial registered agent of this corporation at that address is Ashley Maureen Levy.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director, initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided in the By-Laws. The name and address of the initial director of this corporation is:

NAME/ADDRESS/TITLE

Ashley Maureen Levy 11 East Forsyth Street, #806, Jacksonville, FL 32202
(100% Ownership), President, Vice President, Secretary, Treasurer, Director,
Registered Agent

ARTICLE VII - INCORPORATOR

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

Ashley Maureen Levy 11 East Forsyth Street, #806, Jacksonville, FL 32202

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of Levy Adventures Inc.

ARTICLE VIII - INDEMNIFICATION

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent permitted by law.

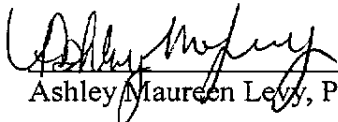
ARTICLE IX - AMENDMENT

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.

ARTICLE X - CORPORATE EXISTENCE

The date of commencement of corporate existence shall be January 1, 2004.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of November, 2003.

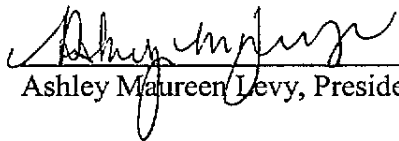


Ashley Maureen Levy, President

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STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared, and produced current Florida Drivers license as identification, as well as personally known to me appeared Ashley Maureen Levy, President, and after being duly sworn, deposes and says that she is the person described as incorporator of these Articles of Incorporation, and that the information therein contained is true and correct.



Ashley Maureen Levy, President

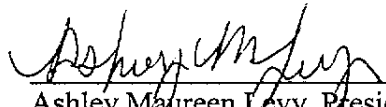
Sworn to and subscribed before me this 24th day of November, 2003



FLORIDA NOTARY PUBLIC, STATE OF FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designed in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida statutes relative to keeping open said office.



Ashley Maureen Levy, President

