

**Electronic Articles of Incorporation
For**

P08000067001
FILED
July 15, 2008
Sec. Of State
rdunlap

FIRST LEVEL CAPITAL INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

FIRST LEVEL CAPITAL INC.

Article II

The principal place of business address:

801 SOUTH OLIVE AVENUE
SUITE 118
WEST PALM BEACH, FL. 33401

The mailing address of the corporation is:

801 SOUTH OLIVE AVENUE
SUITE 118
WEST PALM BEACH, FL. 33401

Article III

The purpose for which this corporation is organized is:

FINANCIAL CONSULTING SERVICES.

Article IV

The number of shares the corporation is authorized to issue is:

1,000,000

Article V

The name and Florida street address of the registered agent is:

BARRY M FRIEDMAN
801 SOUTH OLIVE AVENUE
118
WEST PALM BEACH, FL. 33401

I certify that I am familiar with and accept the responsibilities of registered agent.

P08000067001
FILED
July 15, 2008
Sec. Of State
rdunlap

Registered Agent Signature: B. MICHAEL FRIEDMAN

Article VI

The name and address of the incorporator is:

B. MICHAEL FRIEDMAN
801 SOUTH OLIVE AVENUE
118
WEST PALM BEACH, FL. 33401

Incorporator Signature: B. MICHAEL FRIEDMAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
BARRY M FRIEDMAN
801 SOUTH OLIVE AVENUE SUITE 118
WEST PALM BEACH, FL. 33401

Article VIII

The effective date for this corporation shall be:

07/15/2008