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

400001985434--4 -10/25/96--01014--015 *****78.75 *****78.75

SUBJECT:	U.S. WEBSITES CORP.	
	(Proposed corporate name - must include suffix)	

Enclosed is an original a	ind one(1) copy of	the articles of incorporat	ion and a check for:
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□ \$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	S122.50 Filing Fee & Certified Copy	\$131.25 Filing Fee, Certified Copy & Certificate
	İ	ADDITIONAL CO	PY REQUIRED

		
FROM:	ERNESTO G. HERRERA Name (Printed or typed)	
	3375 W 76 st #134	
	Address	
	HIALEAH FLOIZION 378/8 Eg	
	City, State & Zip	96
	30S-S57-Y792	95 OCT 24
	Daytime Telephone number m-<	3 7,
/	OF SIMIL FROMINA	PHIZ: 36

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

U.S. WEBSITES CORP.

96 OCT 24 PHIZ: 36
SECRETARY OF STATE FACE AHASSEE FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3375 W 76 S+ 井134 HIALEAH, FL 33018

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 SHARES COMMON STOCK \$1.00 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ERNESTO HERRERA 3375 W 76 St #134 HIALEAH, FL 33018 PREPARED BY: ERNESTO HERRERA 3375 W 76 S+#174 HIALEAH, FL 33/18

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

ERNIE HERRERA

3375 W 76 ST # 134 HIALEAH, FL 33413

MARIA IBARRA-HERRERA 3375 W 76 ST # 134 HIALEAH, FL 33 Ø18

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

19 day of <u>OCTUBER</u>, 19 96.

(An additional article must be added if an effective date is requested.)

Signature DIRECTOR/PRESIDENT

ASS, DIRECTOR / VICE PRESIDENT.

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

. The name of the corporation is:	<u> U.S.</u>	WEBSITES	CORP.		
2. The name and address of the registered agent and office is:					

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Simil Senson 10-19-96 (DATE)

P96000088122

AFTER GO duys OF POTHE BUSINESS
UNDER "IU.S WEBSITES CORP" WE REALIZED
THAT A COMPANY IN NEW YORK WAS
USTRO THIS HAME. SINCE THIS
IS AN INTERNET BUSINESS WE
FIND IT MORAL AND ETHICAL TO
CHANGE OUR AME PRIM
I'U.S. WEBSITE CORP." TO
"LUNARLEVELNETS".

OUR RETURN ADDRESS IS THE TOTAL STATE OUR STATE ATT: ERNIE HERRERA CEO & PRESIDENT

THANK YOU _

800002159988---3 -04/30/97--01032--004 *****98.25 *****98.25

Maria Ibarra-Herrera Verified By phone That the New name is 3 defenent Words plus Corp. 5/16 B

W92-11501

W2 MAY 1 6 1997



May 8, 1997

ERNIE HERRERA 3375 W. 76 ST., #134 HIALEAH, FL 33018

SUBJECT: U.S. WEBSITES CORP. Ref. Number: P96000088122

We have received your document for U.S. WEBSITES CORP. and your check(s) totaling \$98.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 697A00024606

KECEIVED 97 HÅY 16 AN 8:38 DIVISION OF CORPORATIONS

3375 WEST 76¹⁶ STREET SUITE 134 HIALEAH, FLORIDA 33018

Lunar Level Net3 Corp.

May 13, 1997

FLORIDA DEPARTMENT OF STATE Division of Corporations Velma Shepard Corporate Specialist P.O. Box 6327 Tallahassee, Florida 32314

Re: Your Letter Number: 697A00024606

Dear Ms. Shepard:

Thank you for your recent letter attached. I am resubmitting the Articles of Amendment to reflect that U.S. WebSites Corp. is hereby amending its corporate name to Lunar Level Net3 Corp.

I trust this document will be filed without delay. Again, thank you for your kind cooperation in this matter.

Should you need to contact me, you may reach me at (305)556-9202.

Sincerely,

Maria Ibarra-Herrera

Vice President

Bringing you tomorrow's technology, today.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



U	l. 65.	WEBSITES	CORP
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(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Amend Name to: LUNAR LEVEL NET3 CORP.

WE WOULD LIKE TO CHANGE THE AROVE NAME "US WEBSITES CORP" TO "LUNARLEVELNET3" CORP. WE FOUND OUT THAT SOMEONE ELSE WAS USTNO "U.S. WEBSITES CORP." IN ANOTHER STATE. WE FIND IT ETHECAL AND MORAL TO CHANGE OUR NAME TO "LUNARLEVELNET3" CORP.

WE ARE AMENDING THE NAME OF OUR COMPANY. FROM "U.S. WEBSITES CORP"
TO "LUNARLEVELNETS" CORP. THIS IS AN INTERNET BUSINESS.
THANK YOU!!!

LUNAR LEVEL NET3 CORP.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**********	The date of each amendment's adoption: 4/27/97
THIRD:	The date of each amendment's adoption:
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
Ď	The amendment(s) was/were approved by the shareholders. The number of votes east for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the unendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval by 100% Established "
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
S Signature	igned this _27 day of _APRIL
	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	, , , , , , , , , , , , , , , , , , ,
	ERNIE HERRERA Typed or printed name
	Typed or printed name
	CEO & PRESIDENT

Title