

TRANSMITTAL LETTER
P91000046594

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

SUBJECT: LEVEL TECHNOLOGIES, INC.
(Proposed corporate name - must include suffix)

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

<input checked="" type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee	Filing Fee	Filing Fee,
	& Certificate	& Certified Copy	Certified Copy
			& Certificate

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-05/16/97--01071--003
*****70.00 *****70.00

FROM: KIMBERLEY W. COLE, CPA
Name (Printed or typed)

7605 Abbey Lane, Suite C
Address

Temple Terrace, FL 33617
City, State & Zip

(813) 980- 6180
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 PM 2:55

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

9

Doc 5/27



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1997

KIMBERLEY W. COLE, CPA
7605 ABBEY LANE
SUITE C
TEMPLE TERRACE, FL 33617

SUBJECT: LEVEL TECHNOLOGIES, INC.
Ref. Number: W97000011756

We have received your document for LEVEL TECHNOLOGIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 097A00027054

5/22/97 Corrected

ARTICLES OF INCORPORATION
OF
Level Technologies, Inc.

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DIVISION OF CORPORATIONS
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The undersigned hereby adopt these Articles of Incorporation and form a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

ARTICLE I
NAME

The name of the Corporation is Level Technologies, Inc..

ADDRESS

The principal mailing address of the Corporation is 12604 Huckleberry Finn Drive, Orlando, FL 32828.

ARTICLE II
TERM OF EXISTENCE

The corporate existence of the Corporation shall commence when these Articles are filed with the Department of State, as provided by Section 607.0203(1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE III
NATURE OF BUSINESS

The Corporation is organized for the purpose of engaging in any and all lawful businesses.

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ARTICLE IV
POWERS

The Corporation shall have power to:

- (a) have perpetual succession by its corporate name;
- (b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- (e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;
- (g) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

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(h) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issues its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administrations and regulation of the affairs of the Corporation;

(m) make donations for the public welfare or for charitable, scientific or educational purposes;

(n) transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy;

(o) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees and for any or all of the directors, officers, and employees or any subsidiaries it may have;

(p) be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V CAPITAL STOCK

The Corporation is authorized to issue a maximum of 1,000 shares of common stock, par value of one dollar (\$1.00) to be outstanding at any one time. This stock is hereby designated as Section 1244 stock.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 7605 Abbey Lane, Suite C, Temple Terrace, FL 33617 and the initial registered agent of the Corporation at such office shall be Kimberley W. Cole who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII DIRECTORS

The Corporation shall have one (01) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one (01) but no more than eight (08) directors. The names and addresses of the initial directors of the Corporation, who shall serve until his/her/their successors are duly elected and qualified, are:

NAME

ADDRESS

Clinton Sprauve

12604 Huckleberry Finn Dr.
Orlando, FL 32828

ARTICLE VIII
INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation are:

Clinton Sprauve

12604 Huckleberry Finn Drive
Orlando, FL 32828

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Stockholders.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

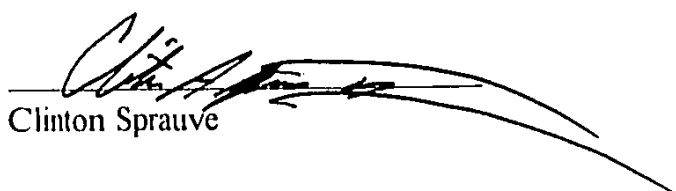
ARTICLE XI
PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or waive his or her pre-emptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 13 day of MAY, 1997.


Clinton Sprauve

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 PM 2:55

ASSUMPTION OF REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for Level Technologies, Inc. at c/o Kimberley W. Cole, 7605 Abbey Lane, Suite C, Temple Terrace, FL 33617, I hereby agree to act in the capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.



Kimberley W. Cole

Dated: 5/22/97