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ACCOUNT NO. : 072100000032

REFERENCE : 484397 9540A

AUTHORIZATION :

COST LIMIT :

Return Paid

FILED
97 AUG - 14 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 4, 1997

ORDER TIME : 10:32 AM

ORDER NO. : 484397-005

CUSTOMER NO: 9540A

500002256175--2

CUSTOMER: Barry Billington, Esq
JOHNSTON THOMAS & BILLINGTON

Suite 103, Clay Building
1201 East Atlantic Boulevard
Pompano Beach, FL 33060

DOMESTIC FILING

NAME: TRI-LEVEL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

RECEIVED
97 AUG - 14 AM 11:26
DIVISION OF CORPORATION

SN AUG - 4 1997

ARTICLES OF INCORPORATION
OF
TRI-LEVEL, INC.

FILED
97 AUG -4 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: TRI-LEVEL, INC.

The address of the principal office of this corporation shall be: 4411 N.W. 105th Terrace, Coral Springs, Florida 33065, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having NO par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4411 N.W. 105th Terrace, Coral Springs, Florida 33065 and the name of the initial registered agent of the corporation at that address is SANDRA SOWERS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

SANDRA SOWERS
President

4411 N.W. 105th Terrace
Coral Springs, FL 33065

ROBERT KENNEDY
Vice-President

8020 Hamptons Blvd., Apt. 511
North Lauderdale, FL 33068

SANDRA SOWERS
Secretary/Treasurer

4411 N.W. 105th Terrace
Coral Springs, FL 33065

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

SANDRA SOWERS
4411 N.W. 105th Terrace
Coral Springs, Florida 33065

ROBERT KENNEDY
8020 Hamptons Blvd., Apt. 511
North Lauderdale, FL 33068

IN WITNESS WHEREOF, the undersigned agents have hereunto set their seals on

August 1, 1997.



SANDRA SOWERS



ROBERT KENNEDY

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION

SANDRA SOWERS, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

A handwritten signature in cursive script, appearing to read "Sandra Sowers", is written over a horizontal line.

SANDRA SOWERS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

1. The name of the corporation is: TRI-LEVEL, INC.

2. The name and address of the registered agent and office is:

SANDRA SOWERS
(Name)
4411 N.W. 105th Terrace
(Address - P.O. Box not acceptable)
Coral Springs, FL 33065
(City/State/Zip)

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TALLAHASSEE, FLORIDA
STATE

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 obligation of my position as registered agent.

Sandra Sowers
(Signature)

8/1/97