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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: LEVEL 8 MARKETING, INC.

AUDIT NUMBER.....H98000009597

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

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TALLAHASSEE, FLORIDA

B. BROCK MAY 21 1998

ARTICLES OF INCORPORATION  
OF  
LEVEL 6 MARKETING, INC.

ARTICLE I. NAME

The name of this corporation shall be LEVEL 6 MARKETING, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 Common Stock par value shares of common capital stock.

Articles Of Incorporation Of LEVEL 6 MARKETING, INC.

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This Instrument Prepared By:  
Antonio J. Soto, III, Esq.  
8500 W. Flagler St., A-105  
Miami, Florida 33165  
Florida Bar No. 302163  
Telephone (305) 227-2700

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ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the

Articles Of Incorporation Of LEVEL 6 MARKETING, INC.

shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 4. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Cheryl A. Wigton, 13882 Osprey Links Blvd, # 75, Orlando, Fl 32837  
Norman R. White, 13882 Osprey Links Blvd, # 75, Orlando, Fl 32837  
Michael S. Fabianich, 10745 SW 32nd Street, Miami, Fl 33165  
John W. Perez, 10745 SW 32nd Street, Miami, Fl 33165.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

Articles Of Incorporation Of LEVEL 6 MARKETING, INC.

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8370 West Flagler Street, Suite 140, Miami, Florida 33144.

The name of the individual who shall serve as this corporation's initial registered agent and His address is: Antonio J. Soto, III, Esq., 8500 West Flagler Street, Suite A-105, Miami, Florida 33144

ARTICLE X. INCORPORATOR

The name and address of the individuals who shall serve as this corporation's incorporator are:

Cheryl A. Wigton, 13882 Osprey Links Blvd. # 75, Orlando, Fl 32837

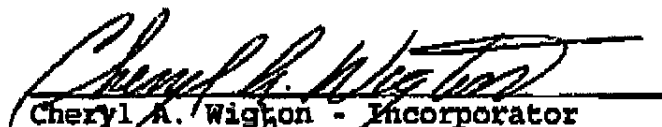
Norman R. White, 13882 Osprey Links Blvd. # 75, Orlando, Fl 32837

Michael S. Fabianich, 10745 SW 32nd St., Miami, Fl 33165

John W. Perez, 10745 SW 32nd St., Miami, Fl 33165

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
Cheryl A. Wigton - Incorporator

  
Norman R. White - Incorporator

Articles Of Incorporation Of LEVEL 6 MARKETING, INC.

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Michael S. Fabianich  
Michael S. Fabianich - Incorporator

John W. Perez  
John W. Perez - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of LEVEL 6 MARKETING, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for LEVEL 6 MARKETING, INC.

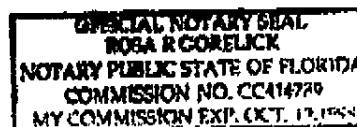
Antonio J. Soto, III, Esq  
Registered Agent

State Of Florida

County Of Dade

On MAY 20 1998, Antonio J. Soto, III, Esq, designated above as the individual who shall serve as the corporation's initial registered agent who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of LEVEL 6 MARKETING, INC. as Resident Agent.

Rosa R. Corelick  
Notary Public  
Rosa R. Corelick  
(Notary Public - Printed Or Typed Name)  
Commission Expiration Date & Commission Number:



(SEAL)

Articles Of Incorporation Of LEVEL 6 MARKETING, INC.

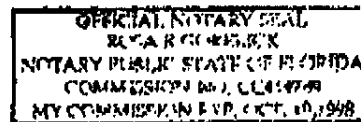
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State Of Florida

County Of Dade

On May 20 1998, Cheryl A. Wigton; Norman R. White; Michael S. Fabianich and John W. Perez designated above as the individuals who shall serve as the corporation's initial incorporators who are personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of LEVEL 6 MARKETING, INC. as Incorporators.

Rosa R. Gorelick  
Notary Public  
Rosa R. Gorelick  
(Notary Public - Printed Or Typed Name)  
Commission Expiration Date & Commission Number:



(SEAL)

APPROVED  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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