



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 920799 8432A

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 AM 8:58

ORDER DATE : August 7, 1998

ORDER TIME : 3:37 PM

ORDER NO. : 920799-005

CUSTOMER NO: 8432A

CUSTOMER: Robert White, Jr., Esq
SOBERING, WHITE & LUCZAK, P.A.

Suite 1000
201 South Orange Avenue
Orlando, FL 32801

200002611092--2

DOMESTIC FILING

NAME: LEVEL RUN, 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: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
98 AUG -7 PM 3:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*5-20
WS*

ARTICLES OF INCORPORATION
OF
LEVEL RUN, INC.

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The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is LEVEL RUN, INC.

ARTICLE II - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by Chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue one million (1,000,000) shares of common stock, each share having a par value of \$1.00.

ARTICLE IV - DURATION

The corporation is to have perpetual existence, beginning in accordance with law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1017 S. Division Avenue, Suite C, Orlando, Florida, 32805, and the name of the initial registered agent is Todd M. Sumner.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation is 1017 S. Division Avenue, Suite C, Orlando, Florida, 32805.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The initial directors of this corporation shall be:

Todd M. Sumner
2709 Gulfstream Road
Orlando, FL 32805

Jennyfer E. Sumner
2709 Gulfstream Road
Orlando, FL 32805

Joy Sumner
6209 W. Grover Cleveland Blvd.
Homosassa, FL 34446

Avery Sumner
6209 W. Grover Cleveland Blvd.
Homosassa, FL 34446

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these articles is:

Jennyfer E. Sumner
2709 Gulfstream Road
Orlando, FL 32805

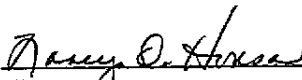
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of July, 1998.

Incorporator


JENNYFER E. SUMNER

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5th day of ^{August} ~~July~~, 1998, by JENNYFER E. SUMNER, who is personally known to me or who has produced Florida Driver's License as identification and who did not take an oath.


Name: _____

(Print)

NOTARY PUBLIC
State of Florida

My Commission Expires:

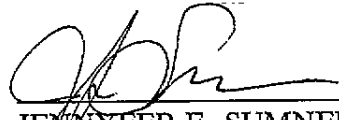


Nancy O. Honsa
MY COMMISSION # CC726844 EXPIRES
July 22, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.0501, Florida Statutes, the following is submitted in compliance with said Act:

That LEVEL RUN, INC., a corporation being organized to exist under the laws of the State of Florida with its registered office located at 1017 S. Division Avenue, Suite C, Orlando, Florida, 32805, has named Todd M. Sumner, located at that address, as its agent to accept service of process within the State.


JENNYFER E. SUMNER

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-entitled corporation at the registered office designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


TODD M. SUMNER

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