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DOAK S. CAMPBELL, III

ATTORNEY AT LAW

70 S. E. FOURTH AVENUE

DELRAY BEACH, FLORIDA 33483

FILED

99 FEB 19 PM 3:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELECOPIER
867 276-5803

TELEPHONE
(561) 278-1890

February 17, 1999

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

RE: On The Level International, Inc.

200002780392--1

-02/19/99--01031--025

*****78.75 *****78.75

Dear Sirs:

I enclose an original and one copy of the Articles of Incorporation of the referenced company, a non-profit corporation, together with my check in the amount of \$78.75.

If you have any questions, please advise.

Sincerely,

Doak S. Campbell, III

Doak S. Campbell, III

DSC/jl

Enclosures

Mr. Campbell's GAVE
attest to it
AUTHORIZATION BY PHONE TO
CORRECT *last page*
DATE _____
DOC. NO. *2. H*

P. Hall

FEB 22 1999

ARTICLES OF INCORPORATION

OF

ON THE LEVEL INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
Name

The name of the corporation is On The Level International, Inc.

Article II
Duration

This corporation shall have perpetual existence.

Article III
Purpose

This corporation is organized for the purpose of conducting any and all lawful business.

Article IV
Capital Stock

This corporation is authorized to issue 100 shares of stock at One Dollar (\$1.00) par value common stock.

Article V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2626 PGA Blvd. Palm Beach Gardens, Fl 33410 and the name of the initial registered agent of this corporation at the address is Steven Runci.

Article VI
Principal Office and Mailing Address

The principal office and mailing address of the corporation is 2626 PGA Blvd., Palm Beach Gardens, Florida 33410.

Article VII
Initial Board of Directors

This corporation shall have two(2) 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 (1).

The name and addresses of the initial directors of this corporation are:

Name	Address
Renee Ronnie Garshell	1081 Siena Oakes Cir.East Palm Beach Gardens, Fl 33410
Steven Runci	2626 PGA Blvd. Palm Beach Gardens, Fl 33410

Article VIII
Incorporator

The names and addresses of the persons signing these Articles are:

Name	Address
Renee Ronnie Garshell	1081 Siena Oakes Cir.East Palm Beach Gardens, Fl 33410
Steven Runci	2626 PGA Blvd. Palm Beach Gardens, Fl 33410

Article IX
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X
Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI
Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XII
Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such person.

Article XIII
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XIV
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 17th day of February, 1999.

Renee Ronnie Garshell

Renee Ronnie Garshell
Incorporator

Steven Runci

Steven Runci
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Renee Ronnie Garshell and Steven Runci known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, having produced their driver's licenses as identification, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of February, 1999.

Doak S. Campbell, III

Notary Public
My Commission Expires:

(SEAL)



Doak S. Campbell, III
MY COMMISSION # CC655375 EXPIRES
June 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

FEB 19 PM 3:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED

FIRST--THAT ON THE LEVEL INTERNATIONAL, INC., DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF **PALM BEACH GARDENS**, STATE OF
FLORIDA, NAMED STEVEN RUNCI OF ON THE LEVEL INTERNATIONAL, INC. ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Steven Runci

TITLE

INCORPORATOR / Dir

DATE

2-17-1999

SIGNATURE

Renee Roxine Ganshell

TITLE

2/17/99

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE

Steven Runci

DATE

2-17-1999