POPODOCOC CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222	26432
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ARTICLES OF INCORPORATION OF NATE LEVY ENTERPRISES, INC.

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<u>...</u>

ARTICLE I.

<u>NAME</u>

The name of the Corporation is: NATE LEVY ENTERPRISES, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 1900 Sunset Harbour

Drive, Ste. 1208, Miami Beach, Florida 33139.

ARTICLE V.

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INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1900 Sunset Harbour Drive, Ste. 1208, Miami Beach, Florida 33139, and the name of the initial registered agent of this Corporation at that address is NATE LEVY.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.

The number of directors may be increased or decreased from time to time by the

By-Laws. The names and addresses of the initial directors are:

NATE LEVY 1900 Sunset Harbour Drive, #1208 Miami Beach, Florida 33139

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NATE LEVY 1900 Sunset Harbour Drive, Ste, 1208 Miami Beach, FL 33139

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations 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 a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided

by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any

former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17h day of MUCH, 1999.

STATE OF FLORIDA COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me this day of <u>Malch</u> 1999, by NATE LEVY. He is personally known to me, or _____ produced

PUBLIC, State of Florida

Printed Name of Notary/Serial Number My Commission Expires:

EXPIRES FEB 17, 2000 BONDED THRU BONDING CO., I.HC. 066EZS 22 # NOISSIMMOD ELLEN M. GLARK

ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of NATE LEVY ENTERPRISES, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: <u>3-15-99</u>

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