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Florida Department of State
Division of Corporations
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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : FLORIDA INCORPORATORS, INC.

Account Number : 075350000473

Phone : (305) 661-8503

Fax Number : (603) 761-7427

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 TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

clublevel.com, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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Articles Of Incorporation

OF

Clublevel.com, Inc.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Clublevel.com, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 661-8503

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TALLAHASSEE, FLORIDA

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is FIVE THOUSAND (5,000) SHARES of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is THREE (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Norman Mason
6127 Lavidia Terrace
Boca Raton, FL 33433-7228

Vincent Zaffiro
6127 Lavidia Terrace
Boca Raton, FL 33433-7228

Larry Jaffe
6127 Lavidia Terrace
Boca Raton, FL 33433-7228

SEVENTH: The name and address of the incorporator is:

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Mark Hankins
501 Caligula Avenue
Coral Gables, FL 33146

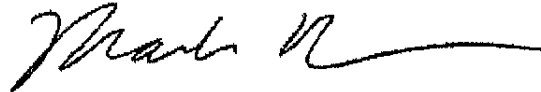
EIGHTH: The name and address of the initial
registered agent and the initial registered office is:

Florida Incorporators, Inc.
1221 Brickell Avenue, Suite 900
Miami, FL 33131

NINTH: The mailing address and principal office
of the corporation is:

Clublevel.com, Inc.
6127 Lavidia Terrace
Boca Raton, FL 33433-7228

DATED: August 17, 1999



MARK HANKINS
Incorporator

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ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

By: 

MARK HANKINS, President

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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