

MARTIN C. BOIRE, P.A.

ATTORNEY AT LAW • BUSINESS CONSULTANT

595 WEST GRANADA BLVD., SUITE J, ORMOND BEACH, FLORIDA, 32174, USA

(904) 677-6864 PHONE • (904) 673-9739 FAX • MCBPA@MSN.COM

September 8, 1999

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

P99000081905

Re: C-Level, Inc.
Original Interiors, Etc., Inc.

100002983861--1
-09/10/99--01048--010
*****70.00 *****70.00

Gentlemen:

Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for the aforementioned corporations. Also enclosed are checks for \$140.00. Please send me a filed-stamped copy.

Thank you.

Sincerely,


Martin C. Boire, Esquire

FILED
99 SEP 10 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS9/14/99

ARTICLES OF INCORPORATION

OF

C-LEVEL, INC.

ARTICLE I - NAME

The name of this corporation shall be C-Level, Inc.

ARTICLE II - DURATION

The term of existence of the corporation shall be perpetual.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, each share with a par value of \$1.00.

ARTICLE V - BOARD OF DIRECTORS

The corporation shall be managed under the direction of a board of directors. The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws. The initial directors shall be William E. Shaw, 3328 Royal Palm Drive, Edgewater, FL 32141, and Allen W. Canine, 13 Sugar Mill Lane, Flagler Beach, Florida, 32136

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The initial principal office or mailing address of the corporation shall be Allen W. Canine, 13 Sugar Mill Lane, Flagler Beach, Florida, 32136

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this corporation shall be William E. Shaw, and the street address of the initial registered office of this corporation shall be William E. Shaw, 3328 Royal Palm Drive, Edgewater, FL 32141.

FILED
99 SEP 10 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - BYLAWS

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


ARTICLE IX - INCORPORATOR

The name and address of the Incorporator of this corporation is William E. Shaw, 3328 Royal Palm Drive, Edgewater, FL 32141.

ARTICLE X - AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them is reserved to the shareholders.

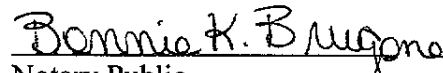
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day of September, 1999.

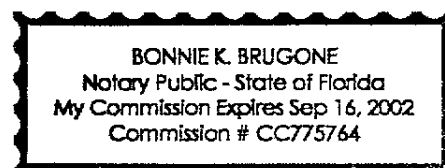

William E. Shaw, Incorporator

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

I HEREBY CERTIFY that on this day before me personally appeared William E. Shaw, to me known based upon presentment and examination of a Florida driver's license less than five years old to be the person described in and who executed the foregoing document, and who, being placed under oath, swore and acknowledged before me that Affiant executed the same as Affiant's free act and deed for the purposes set forth therein, and that the matters set forth therein are true and correct.

WITNESS MY HAND and official seal in the place aforesaid this 3 day of September, 1999.


Notary Public



ACCEPTANCE OF REGISTERED AGENT

BEFORE ME, the undersigned authority duly authorized in this jurisdiction to administer oaths, this day personally appeared William E. Shaw (hereinafter "Affiant") who, after being duly sworn, deposes, makes oath and says:

That Affiant accepts the designation as registered agent of C-LEVEL, INC. as set forth in of the Articles of Incorporation which this Acceptance accompanies;

That Affiant's street address as said registered agent is 3328 Royal Palm Drive, Edgewater, FL 32141.

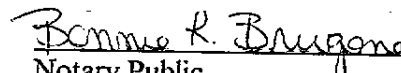

William E. Shaw

FILED
99 SEP 10 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

I HEREBY CERTIFY that on this day before me personally appeared William E. Shaw, to me known based upon presentment and examination of a Florida driver's license less than five years old to be the person described in and who executed the foregoing document, and who, being placed under oath, swore and acknowledged before me that Affiant executed the same as Affiant's free act and deed for the purposes set forth therein, and that the matters set forth therein are true and correct.

WITNESS MY HAND and official seal in the place aforesaid, this 2 day of September, 1999.


Notary Public

