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October 20, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/23/00--01086--0107
*****78.75 *****78.75

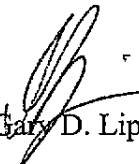
Gentlemen/Ladies:

Enclosed please find two executed copies of the Articles of Incorporation of Nextelligence, Inc., as well as a check in the amount of \$78.75.

Please file the Articles of Incorporation of this corporation as soon as possible and forward a copy of the certified Articles of Incorporation to me at the address set forth above.

Your cooperation is greatly appreciated. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Gary D. Lipson

GDL:sl
Enclosures

FILED
00 OCT 23 AM 10: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-24
10-20

**Articles of Incorporation
of
Nextelligence, Inc.**

The undersigned does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida:

ARTICLE I

Corporate Name

The name of this corporation is: Nextelligence, Inc.

ARTICLE II

Initial Mailing Address

The initial mailing address of the corporation is: c/o Gary D. Lipson, Esq., 9350 South Dixie Highway, Suite 1550, Miami, Florida 33156.

ARTICLE III

Capital Stock

The maximum number of shares of capital stock that this corporation shall be authorized to issue and have outstanding at any one time shall be 1,000,000 shares of common stock, par value \$.0001 per share.

ARTICLE IV

Registered Agent and Registered Office in Florida

The initial registered agent and the street address of the initial registered office of the corporation in the State of Florida shall be: Gary D. Lipson, Esq., 9350 South Dixie Highway, Suite 1550, Miami, Florida 33156.

FILED
OCT 23 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Incorporator

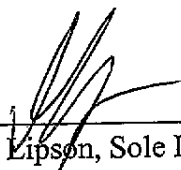
The name of the person signing these Articles of Incorporation as the sole incorporator is Gary D. Lipson, Esq. and his address is 9350 South Dixie Highway, Suite 1550, Miami, Florida 33156.

ARTICLE VI

Indemnification

This corporation shall indemnify and hold harmless each and every one of its directors, officers, employees and agents to the fullest extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles of Incorporation on October 20, 2000.

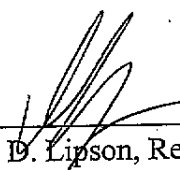


Gary D. Lipson, Sole Incorporator

Acceptance of Registered Agent

The undersigned, named as the registered agent in Article IV of the foregoing Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned registered agent has executed this instrument on October 20, 2000.



Gary D. Lipson, Registered Agent