

Division of Corporations

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Florida Department of State
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To:

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Fax Number : (850)205-0381

From:

Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305)379-7907
Fax Number : (305)402-3141

FLORIDA NON-PROFIT CORPORATION

Next Level and Beyond Incorporated

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 14, 2005

FLORIDA INCORPORATORS, INC.

SUBJECT: NEXT LEVEL AND BEYOND INCORPORATED
REF: W05000007543

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Tim Burch
Document Specialist
New Filings Section

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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Next Level and Beyond Incorporated

12717 Sunrise, Suite 416
Sunrise, FL 33323

February 18, 2005

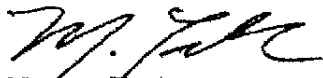
Tim Burch
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: Dissolution/Reincorporation

Dear Mr. Burch:

The for-profit incarnation of Next Level and Beyond Incorporated has been dissolved without the intent to revoke the dissolution, as it was inadvertently incorporated as a for-profit enterprise in the first place and we are reincorporating as a Florida non-profit entity.

Sincerely,



Marcus Taylor
President

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Articles Of Incorporation

Of

Next Level and Beyond Incorporated
A Florida Corporation Not For Profit

WE, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit under the following provisions:

ARTICLE I - THE NAME OF THE CORPORATION

The name of the Corporation shall be Next Level and Beyond Incorporated (the "Corporation").

ARTICLE II - ADDRESS

The street address of the initial principal office and mailing address of the Corporation shall be 12717 Sunrise, Suite 416, Sunrise, Florida 33323.

FLORIDA INCORPORATORS, INC.
8875 Hidden River Pkwy, Ste 300 1
Tampa, FL 33637
(813) 632-7882

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ARTICLE III - PURPOSES

The purpose and objects for which this Corporation is formed are as follows:

(a) To prepare the student-athlete for college and beyond by providing the educational services & tools that leverage their athletic and academic ability in order to secure a scholarship or financial aid for their participation in college athletics, while insuring that their athletic skills and academic pursuits prepare the student-athlete to be successful throughout their careers. We fulfill our mission by providing a wide range of educational services that address academics, athletics, admissions, life-skills and financial needs, while promoting and exposing the student-athlete to college and university programs throughout the country.

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(b) To operate as an exclusively religious, charitable, scientific, literary and educational corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this corporation shall not carry on activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, including but not limited to no substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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(c) To perform any operation and to conduct any affairs authorized by the Florida Corporations Not for Profit Code, and to conduct and perform any and all activities that may be related, no matter how remotely, to any of the foregoing purposes.

ARTICLE IV - MEMBERS

Section 1. Members. The corporation shall have one class of members, and the rights, powers and privileges of all members shall be equal.

Section 2. Qualifications. Membership in this corporation is open to all persons who express their intention to support Next Level and Beyond Incorporated.

Section 3. Admission. To be admitted as a member of the Corporation, one must be elected by the Board of Directors of the Corporation. Election of a member by the Board of Directors shall evidence the Board's determination that the person elected has met the qualifications for membership and such determination

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shall be conclusive for the purposes of the Corporation. The Board shall meet from time to time, at such times as the Board deems necessary or appropriate to elect new members.

Section 4. Termination. The death or resignation of any member or the removal of any member by the Board of Directors, with or without cause, shall automatically terminate the membership of such person in the Corporation.

Section 5. Liabilities of Members. No member of the Corporation now or hereafter elected, shall be personally liable to the creditors of the Corporation for any indebtedness or liability and any and all creditor shall look only to the assets of the Corporation for payment. No member shall be liable for any dues or assessments.

Section 6. Property Rights. The members of the Corporation shall have no property rights in the assets of the Corporation, upon dissolution or otherwise.

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Section 7. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE V - TERM

This corporation shall have a perpetual existence.

ARTICLE VI -INCORPORATOR

The name and address of the incorporator forming this corporation not for profit is as follows:

Marcus Taylor
12717 Sunrise, Suite 416
Sunrise, FL 33323

ARTICLE VII - DIRECTORS

The government of and the management of the affairs of the Corporation shall be vested in a Board of Directors composed of members of the Corporation in good standing, which Board of Directors shall be elected by the members of the Corporation at the annual meeting of such members which shall be held in accordance with the Bylaws, but such number shall never be less than three (3). The names and addresses of the

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initial Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Marcus Taylor	12717 Sunrise, Suite 416 Sunrise, FL 33323
Thomas Matthews	12717 Sunrise, Suite 416 Sunrise, FL 33323
Harold Taylor	12717 Sunrise, Suite 416 Sunrise, FL 33323

ARTICLE VIII - PROPERTY OF THE CORPORATION

The property of this corporation is irrevocably dedicated to nonprofit purposes and no part of the net income or assets of this corporation shall inure to the benefit of any Director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and

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operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or its successor provisions. Such distribution is hereby further restricted to entities which, at the time of such distribution, pursue similar goals as Next Level and Beyond Incorporated of Messiah International. Provided, however, the foregoing further restriction shall not apply if, after a diligent search by the Board of Directors, no tax exempt entity can be found which satisfies such further restriction.

ARTICLE IX - AMENDMENTS

The Articles of Incorporation for this Corporation may be amended by a majority vote of the Directors present at any regular or special Board of Directors meeting, provided that a quorum is present at such meeting, and further provided that at least ten (10) days written notice is given to each Director setting

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forth the intention to amend the articles of incorporation at such meeting.

The Bylaws of the Corporation may be adopted, amended or rescinded by a majority vote of the Directors present at any regular or special Board of Directors meeting, provided that a quorum is present at such meeting, and further provided that at least ten (10) days written notice is given to each Director setting forth the intention to make, amend ore rescind any of the bylaws at such meeting.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and initial registered agent of this corporation shall be as follows:

Marcus Taylor
12717 Sunrise, Suite 416
Sunrise, FL 33323

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IN WITNESS WHEREOF, the undersigned incorporator
has executed these Articles of Incorporation this
February 11, 2005.



Marcus Taylor
Incorporator

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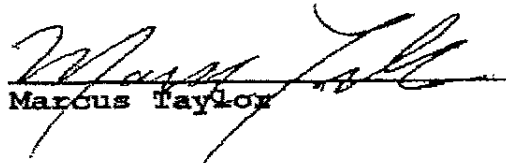
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is Next Level and Beyond Incorporated.
2. The name and address of the registered agent is:

Marcus Taylor
12717 Sunrise, Suite 416
Sunrise, FL 33323

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Marcus Taylor