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Bernard J. Shainbrown CPA, PA

Certified Public Accountants

3121 Venture Place, Suite 2

Jacksonville, FL 32257

(904) 260-0127

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FILED

00 APR 14 AM 11:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 6, 2000

Hon. Katherine Harris
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enterprise,
Re: Nexxt Generation, Inc.

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*****87.50 *****87.50

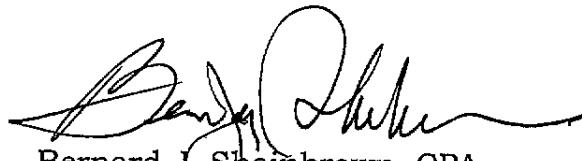
Dear Secretary of State Harris:

Enclosed please find the Articles of Incorporation for Nexxt Generation, Inc., along with a remittance of \$ 87.50 to cover the costs of incorporation, certified copy, and certificate of status.

Should you have any questions or need any additional information, please do not hesitate to contact us.

Thank you very much for your cooperation.

Sincerely yours,


Bernard J. Shainbrown, CPA
BJS:jm

PA 4/14/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 21, 2000

BERNARD J. SHAINBROWN, CPA
3121 VENTURE PLACE, SUITE 2
JACKSONVILLE, FL 32257

SUBJECT: NEXT GENERATION, INC.
Ref. Number: W00000007508

We have received your document for NEXT GENERATION, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 800A00015495

Bernard Jay Shainbrown CPA, PA

Certified Public Accountants
3121 Venture Place, Suite 2
Jacksonville, FL 32257
(904) 260-0127
Fax (904) 260-9766

March 28, 2000

Ms. Pamela Hall, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Nexxt Generation Enterprises, Inc.

Dear Ms. Hall,

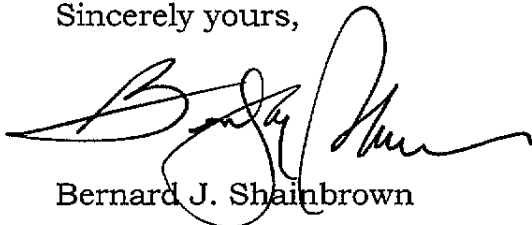
In connection to your letter of March 21, 2000, a copy of which is attached for your ready reference, regarding the corporate name unavailability "Nexxt Generation, Inc." Per your advice we have made the appropriate change and have selected the name of the corporation to be "Nexxt Generation Enterprises, Inc.". We have previously contacted your office, availability was confirmed.

Enclosed please find the new (revised) Articles of Incorporation for "Nexxt Generation Enterprises, Inc.". Please apply the original paid incorporation fees of \$87.50, which your office has received to the new (revised) corporation name.

Should you have any questions or need any additional information, please let us know.

Thank you very much for your prompt attention to this matter.

Sincerely yours,



Bernard J. Shainbrown

Enclosure

Cc: Kirk J. Moudy

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ARTICLES OF INCORPORATION

00 APR 14 AM 11:55

NEXXT GENERATION ENTERPRISES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, all being sui juris, do hereby agree for ourselves, under the laws of the State of Florida, Florida Statute 607 et seq, and the provisions therein providing for the formation, rights, liabilities, privileges, benefits, and obligations conferred and imposed by said laws on corporations for profit, do hereby subscribe to and adopt the Articles set forth herein.

ARTICLE ONE: Name

The name of this Corporation shall be Nexxt Generation Enterprises, Inc.

ARTICLE TWO: Duration

Nexxt Generation Enterprises, Inc. shall have perpetual existence.

ARTICLE THREE: Purpose

The general and specific purposes for which Nexxt Generation Enterprises, Inc. is organized are to:

A. Engage in the general business of special graphic and desktop publishing computer programs development, design, installation, training, maintenance, etc.

B. Purchase, sell, receive, take by grant, gift or devise, bequest or otherwise, own, hold, improve, through experimentation in full or by an interest in related entities and development designed and appropriate for intra-structural development.

C. To transact the business of investing on behalf of itself or others, and part of its capital and such additional funds as it may obtain , or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

D. To invest in new and existing enterprises on its own or by the mechanism of joint venture.

E. To procure, interview, investigate, recommend for employment, supervise and evaluate employees including, but not limited to, individuals, groups, forces, contractors, to engage in the corporation's objectives.

F. To do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to or connected with the general business that is not forbidden by contrary to or inconsistent with the Florida Corporate laws and these Articles of Incorporation; whether in the State of Florida or in any other state, territory, district, or possession of the United States or in any foreign country in which the Corporation might do or engage in business.

G. To purchase the corporate assets of any other corporation engaged in the same or, dissimilar character of business.

H. To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

I. To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

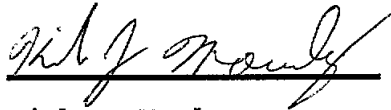
ARTICLE FOUR: Shares

The aggregate number of shares which the corporation is authorized to issue is three thousand (3,000). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE FIVE: Registered Agency And Office

The initial Registered Agent of the corporation shall be Kirk J. Moudy, 1440 Dog Fennel Court, Orange Park, Florida 32073.

I acknowledge and accept the responsibilities and duties of the registered agent for Nexxt Generation Enterprises, Inc.

A handwritten signature in cursive script, appearing to read "Kirk J. Moudy", is written over a horizontal line.

Kirk J. Moudy

The initial principal office of said corporation shall be located at 1440 Dog Fennel Court, Orange Park, Florida 32073.

ARTICLE SIX: Board Of Directors

Nexxt Generation Enterprises, Inc. shall initially have two(2) Directors; whose names and addresses are as follows:

Kirk J. Moudy, 1440 Dog Fennel Court, Orange Park, Florida 32073.

Jamie-Lyn Moudy, 1440 Dog Fennel Court, Orange Park, Florida 32073.

ARTICLE SEVEN: Officers

The names and addresses of the initial officers of are as follows:

President and Treasurer: Kirk J. Moudy,
1440 Dog Fennel Court, Orange Park, Florida 32073.

Vice-President and Secretary: Jamie-Lyn Moudy,
1440 Dog Fennel Court, Orange Park, Florida 32073.

ARTICLE EIGHT: Shareholder Action

A majority of the shareholders of the Corporation shall be required for any shareholder action.

ARTICLE NINE: Corporate By-Laws

The shareholders shall have the power to adopt, amend, alter, change or repeal the By-Laws or Articles of Incorporation when purposed and approved at a stockholders meeting, with not less than a three-fourths (3/4) vote of the common stock.

ARTICLE TEN: Preemptive Rights

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money, or any property or services from time to time, in addition to the stock authorized and issued by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE ELEVEN: Voting Rights

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholders to the President or a Vice President of said Corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the selection of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE TWELVE: Share Transfer Rights

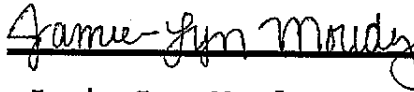
No shareholder, his heirs, personal representative or assigns, shall transfer, sell, assign, pledge or otherwise dispose of his shares of stock in this Corporation or to other stockholders without written notice as hereinafter provided. The offer to sell the stock shares shall be made to the Corporation at a price of book value and said offer shall remain open to the Corporation for a period of 30 days after receipt of the offer by the shareholder, the shares may be freely transferred.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, on this 11 day of April, 2000.

SIGNATURES OF SUBSCRIBERS



Kirk J. Moudy



Jamie-Lyn Moudy

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

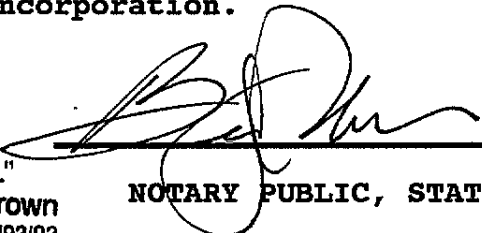
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this 11TH day of April,

2000 before me, a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared the above, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.



"OFFICIAL SEAL"
Bernard Jay Shainbrown
My Commission Expires 01/03/03
Commission #CC 800262


NOTARY PUBLIC, STATE OF FLORIDA

AT LARGE

MY COMMISSION EXPIRES: 01/03/2003