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NEXT GENERATION MULTIMEDIA, INC.
3688 Lake St. George Drive
Palm Harbor, FL 34684

EFFECTIVE DATE
5-5-00

May 2, 2000

FILED
2000 MAY -8 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32399

400003243404-3
-05/08/00-01142-010
*****78.75 *****78.75

RE: **Next Generation Multimedia, Inc.**
Articles of Incorporation

Dear Sir:

I enclose herein for filing, Articles of Incorporation of Next Generation Multimedia, Inc. Also enclosed is my check in the amount of \$78.75 to cover the following costs:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy	<u>8.75</u>
Total:	\$ 78.75

Accordingly, please file the enclosed Articles of Incorporation. I have enclosed a photocopy of the Articles and would request that you please return to me a certified copy. Additionally, I have enclosed a postage paid, self-addressed envelope enclosed for this purpose. Your help and cooperation is greatly appreciated.

Very truly yours,

Lisa Douglass-Lassalle

Lisa Douglass-Lassalle

LDL/kr
Enclosures

AR 5/11

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NEXT GENERATION MULTIMEDIA, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation for profit under the Florida General Corporation Act under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is: NEXT GENERATION MULTIMEDIA, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of such shares of capital stock may be paid, in whole or in part, in cash, or in other property (tangible or intangible), at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

ARTICLE IV - TERM OF EXISTENCE

The date when corporate existence shall begin is as of the date of execution of these Articles of Incorporation by the subscribers, and the corporation shall exist perpetually thereafter unless dissolved by law.

ARTICLE V - ADDRESS OF CORPORATION

The initial street address of the principal office of this corporation in the State of Florida will be 3688 Lake St. George Drive, Palm Harbor, Florida 34684. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE VI - BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be two (2). The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

B. The names and street addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are duly elected and qualified are:

<u>NAMES</u>	<u>ADDRESS</u>
LISA M. DOUGLASS-LASSALLE	3688 Lake St. George Drive Palm Harbor, Florida 34684
JEROME I. FOX	12219 Steppingstone Blvd. Tampa, Florida 33635

C. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the stockholders, for any reason.

D. In case one or more vacancies shall occur in the Board of Directors by reasons of death, resignation or otherwise, the vacancies shall be filled by vote of the holders of a majority of stock entitled to vote thereon at the next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

NAMES

ADDRESS

LISA M. DOUGLASS-LASSALLE

3688 Lake St. George Drive
Palm Harbor, Florida 34684

ARTICLE VIII - BY-LAWS

A. The power to adopt the By-Laws of this Corporation to alter, amend or appeal the By-Laws, or adopt new By-Laws shall be vested in the Board of Directors of this Corporation; provided, however, that any By-Law or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by all of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the stockholders.

B. The By-Laws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, contrary to the laws of the State of Florida or of the United States.

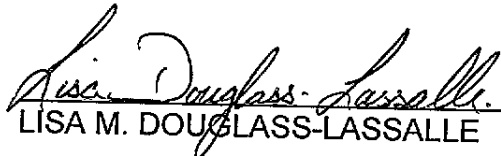
ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X - REGISTERED AGENT

LISA M. DOUGLASS-LASSALLE, whose address is 3688 Lake St. George Drive, Palm Harbor, Florida 34684, is authorized to accept service of process as registered agent for this corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 5TH day of May, 2000.

 (SEAL)
LISA M. DOUGLASS-LASSALLE

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT was acknowledged before me this 5TH day of May, 2000, by LISA M. DOUGLASS-LASSALLE, who is personally known to me or who has produced his Florida Driver's License No. L240-524-59-828-0 as identification and who did take an oath.


NOTARY PUBLIC
My Commission Expires: 8-30-02

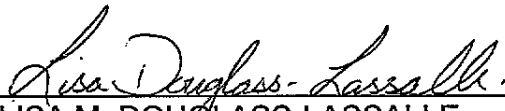


ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity and agree to comply with the provisions of law relative to keeping open the corporation's office.

The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

Dated this 5TH day of May, 2000. —


LISA M. DOUGLASS-LASSALLE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 MAY -8 PM 3:42

FILED