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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 26, 2001

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

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-09/28/01--01015--010
*****78.75 *****78.75

Re: Next Level Computing, Inc.

Gentlemen:

Enclosed please find the original and two copies of Articles of Incorporation for the above along with the Registered Agent Designation. I have enclosed my check in the amount of \$78.75 representing your fee as follows:

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

Please return one certified and one true copy to the undersigned. Thank you for your cooperation.

Yours truly,

BY:


PHILLIP A. CRUZ

av
enc.

ARTICLES OF INCORPORATION
OF
NEXT LEVEL COMPUTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

NAME: The name of this Corporation is:

NEXT LEVEL COMPUTING, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by this Corporation is as follows:

1. The Corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.
3. And further, to borrow or raise money for any purposes of the Corporation, and to secure the same interest, or for other purposes, to mortgage all or part of the property, corporeal or incorporeal rights or franchise of this Corporation now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III

CAPITALIZATION. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE and No/100 (\$1.00) DOLLAR per share.

ARTICLE IV

INITIAL CAPITAL. The amount of capital with which this Corporation will begin business is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

COMMENCEMENT AND DURATION. This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation, pursuant to Section 607.167, Florida Statutes, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI

INITIAL PRINCIPAL OFFICE. The street address of the initial Principal Office of this Corporation in the State of Florida shall be:

9030 Crescent Drive
Miramar, Fl. 33025

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida, as the said Corporation may desire.

ARTICLE VII

BOARD OF DIRECTORS. This Corporation shall have one Director(s) initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL OFFICERS: The names and addresses of the initial Officers and first Board of Directors to these Articles of Incorporation are as follows:

PHILLIP A. CRUZ
9030 Crescent Drive
Miramar, FL 33025

President/Secretary/
Treasurer/Director

ARTICLE IX

INCORPORATOR. The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

Phillip A. Cruz
9030 Crescent Drive
Miramar, FL 33025

ARTICLE X

AMENDMENT. These Articles of Incorporation may be amended in the manner

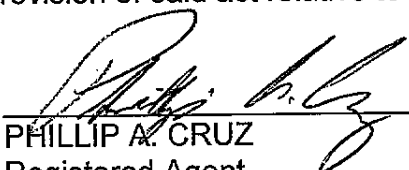
provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting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

ARTICLE XI

REGISTERED AGENT: That PHILLIP A. CRUZ, 9030 Crescent Drive, Miramar, FL. 33025, is hereby named as Registered Agent for this Corporation, to be its agent and to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for NEXT LEVEL COMPUTING, INC., at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping said office open.



PHILLIP A. CRUZ
Registered Agent

I, THE UNDERSIGNED, being the original Subscriber to the capital stock hereinabove named for the purpose of forming a Corporation for profit to do business within and without the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 26 day of September, 2001.

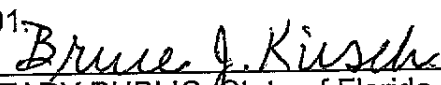


PHILLIP A. CRUZ

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, appeared PHILLIP A. CRUZ, who is personally known to me or has produced N/A as identification, and who subscribed to the foregoing Articles of Incorporation, and who acknowledged before me that he did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County above set forth this 26 day of September, 2001.



NOTARY PUBLIC, State of Florida
Printed Name:



Bruce J. Kirsch
Commission # CC 948908
Expires July 15, 2004
Bonded Through
Atlantic Bonding Co., Inc.