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Next Level Studios
4501 Vineland Rd.
Suite 104
Orlando, Fla.
32810

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-03/04/02--01046-021
*****78.75 *****78.75

February 21, 2002

Memo: Division of Corporations

Please find attached our corporate charter and filing fee in the amount of \$78.75.

If you have any questions, please contact me.

Thank you, Brian Albertson, Director



407 481 8851.

FILED
02 MAR -4 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Gerry GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA accept.
DATE 3/8/02
DOC. EXAM Dale White

D. WHITE MAR - 8 2002

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ARTICLES OF INCORPORATION
FOR

NEXT LEVEL STUDIOS, INC.

WE, the undersigned hereby associated ourselves together for the purpose of becoming a corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I
CORPORATE NAME

The name of this corporation shall be

NEXT LEVEL STUDIOS, INC.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The objects and purposes of this corporation and the general nature of the business or businesses to be transacted shall be as follows:

1. To primarily engage in the business of recording studio and related services without limitations.
2. To engage in any and all business permitted under the laws of the State of Florida.
3. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
4. To borrow money of any person, firm or corporation, to issue bonds, debentures, or obligations of this corporation from time to time for any of the objectives or purposes of the corporation and to secure same by mortgage, pledge or by any other lawful means.
5. To have offices, conduct its business and to promote its objectives within or out of the State of Florida, and other states, the District of Columbia, the territories and possessions of the United States and in foreign countries without restrictions as to place or amount.
6. To do any and all things necessary, suitable and proper to the accomplishment of any of the purposes or for the attainment of any of the objectives or for the exercise of any of the powers herein set forth, whether specified or not, either along or in connection with other firms, individuals or corporations whether in the State of Florida, or throughout the United States, or elsewhere, and to do any other act or acts, things or things identical or pertinent to or connected with the business herein before described, or in any part or parts thereafter, if not inconsistent with the laws of the State of Florida.
7. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that

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the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner.

ARTICLE III **TERMS OF EXISTENCE**

This corporation shall have perpetual existence.

ARTICLE IV **CAPITAL STOCK**

The capital stock of the corporation shall consist of 10,000 shares of common stock with par value of \$1.00.

ARTICLE V **ADDITIONAL CAPITAL**

The corporation shall commence business with adequate capitalization.

ARTICLE VI **REGISTERED AGENT & REGISTERED OFFICE**

The Registered Agent and the street address for the Registered office of this corporation in the State of Florida shall be:

Gerry Williams, 4501 Vineland Road, Orlando, FL 32810

The Board of Directors, from time to time, may move the Registered office to any other address in the State of Florida.

ARTICLE VII **CORPORATE PRINCIPLE OFFICE**

The principle office and mailing address of the Corporation shall be:

4501 Vineland Road, Orlando, FL 32810

ARTICLE VIII **BOARD OF DIRECTORS**

The business of the corporation shall be conducted by a Board of not less than one (1) director. The name and address of the directors are as follows:

B. Albertson, 4501 Vineland Road, Orlando, FL 32810.

The number of directors may be increased or diminished from time to time by the by laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX

OFFICERS

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The number of Vice Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors, or until their successors are elected and have qualified, the following shall be the officers of the corporation:

President/ Vice-President/Treasurer/Secretary: Gerry Williams

ARTICLE X

INCORPORATORS

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Gerry Williams, 4501 Vineland Road, Orlando, FL 32810

ARTICLE XI

ANNUAL MEETING

The annual meeting of the stockholders shall be held in the first week of January of each year or at such time as may be fixed by the by-laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

The Officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board of Directors to be held annually immediately following the annual stockholders meeting.

The time, place, and manner of calling meetings of the stockholders and Directors shall be fixed by the by-laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of each of the officers and agents as the Board may deem advisable and proper and to take such action not inconsistent with the Articles of Incorporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

The Board of Directors shall appoint a Registered Agent as required by the laws of the State of Florida.

ARTICLE XII

LIABILITY

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

**ARTICLE XIII
PRE-EMPTIVE RIGHTS**

The Shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporation convertible into or carrying a right to subscribe or acquire shares as issues by this corporation.

**ARTICLE XIV
SPECIAL MEETING**

A special meeting of the incorporators and the Board of Directors shall be held on the call of the President, for the purpose of completing the organization of the corporation and the adoption of the by-laws and the transaction of such other business as may come before the meeting.

**ARTICLE XV
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this ____ day of FEB, 2002.

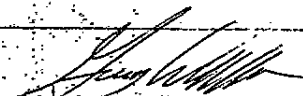

Gerry Williams

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, Notary Public, personally appeared Gerry Williams who is personally known by the undersigned notary or provided the following identification: his FL Driver's License, and was sworn to and subscribed before me this ____ day of FEB, 2002.

Notary Public
My Commission Expires: _____

I hereby accept the appointment as registered agent and agree to act in this capacity.


Gerry Williams

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