

P96000098703

December 2, 1996

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Next Level Marketing, Inc.

300002019633--0
-12/04/96--01005--007
*****78.75 *****78.75

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$78.50 is enclosed which represents the following fees:

Filing Fee:	\$ 35.00
Certificate of Status	\$ 8.75
Registered Agent Fee	\$ 35.00
Total	\$ 78.75

Please file the original of the enclosed Articles of Incorporation and return the certificate of status to the undersigned. The address is as follows: PO Box 45121 Gainesville, FL 32604.

Your prompt attention to this matter would be appreciated.

Sincerely,

John A. Bacon

John A. Bacon

Enclosures (2)

FILED
96 DEC -4 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8N DEC -6 1996

ARTICLES OF INCORPORATION
OF

Next Level Marketing, Inc.

FILED
96 DEC -4 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article I Name. The name of the corporation is: Next Level Marketing, Inc.

Article II Principal Office and Mailing Address. The street address and mailing address of the principal office is: 2631-A NW 41st Street, Gainesville, FL 32606.

Article III Shares. The corporation is authorized to issue One Hundred (100) shares. The par value is \$100.00 per share. Each share of stock shall be entitled to one vote, and in the election of directors of the corporation, the holders of the stock shall be entitled to vote their stock cumulatively.

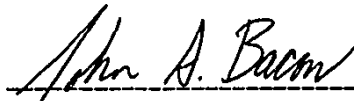
Article IV Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently issued, including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting her to exercise his/her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of this notice from the corporation.

Article V Initial Registered Agent and Office. The name and street address of the initial registered agent are: Debra J. Bacon, CPA, CFP; 2631-A NW 41st Street, Gainesville, FL 32606.

Article VI Incorporator. The name and address of the Incorporator are: John A. Bacon; 1301 SW 81st Drive, Gainesville, FL 32607.

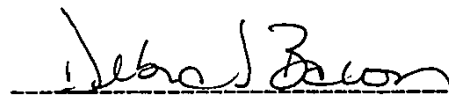
Article VII Initial Directors. The name and address of the initial director of this corporation are: John A. Bacon, 1301 SW 81st Drive, Gainesville, FL 32607 and Michael Brew, 1301 SW 81st Drive, Gainesville, FL 32607.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation on November 27, 1996.



John A. Bacon, Incorporator

Having been named as registered agent for the above-style corporation, I hereby agree to act in this capacity. I agree to comply with the provisions of all statutes relative to the proper and complete performance of duties, and I accept the duties and obligations of section 607.0505, Florida Statutes.



Debra J. Bacon, CPA, CFP, Registered Agent