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Apr 25 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000098703 (7)

1. Corporation Name
NEXT LEVEL MARKETING, INC.



Principal Place of Business
2631-A NW 41ST ST.
GAINESVILLE FL 32606

Mailing Address
2631-A NW 41ST ST.
GAINESVILLE FL 32606-7470

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 Suite, Apt. #, etc.		26 PO Box 15121		12/04/1996		Applied For	
22 City & State		27 Gainesville, Florida		4. FEI Number		Not Applicable	
23 Zip		28 32604		59-3416484		5. Certificate of Status Desired	
24 Country		29 USA		30		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	
						Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
BACON, DEBRA J 2631-A NW 41ST ST. GAINESVILLE FL 32606		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	
		FL 85 Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (Signature, typed or printed name of registered agent and fee if applicable) (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D BACON, JOHN A	1.1 TITLE	DIP
NAME	1301 SW 81ST DR.	1.2 NAME	
STREET ADDRESS	GAINESVILLE FL 32607	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	D BREW, MICHAEL A	2.1 TITLE	
NAME	1301 SW 81ST DR.	2.2 NAME	
STREET ADDRESS	GAINESVILLE FL 32607	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	D/S
NAME		3.2 NAME	Mindy Underberger
STREET ADDRESS		3.3 STREET ADDRESS	1301 SW 81st Dr.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Gainesville, FL 32607
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *John A. Bacon* | John A. Bacon | 4/21/97 | 350-331-1428

CR2E034 (9/96)