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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: NEXTSTOP MARKETING INTENRATIONAL, INC.

AUDIT NUMBER.....H96000017234

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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Correction
ON FAX Audit #

12/10/96
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ARTICLES OF INCORPORATION
OF
NextStep Marketing International, Inc.

We, the undersigned, subscribed to this Certificate of Incorporation, natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is NextStep Marketing International, Inc.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

The purposes for which the corporation is organized are:

- a. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.
- b. To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.
- c. To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- d. To sue and be sued, complain and defend in its corporate name, in all actions or proceedings.

Prepared by Patricia E. Thorne
4163 S. Congress Avenue
Lake Worth, FL 33461
561-439-1600
FL Bar Number 343358

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e. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each share having the par value of \$1.00. Each stockholder of the corporation shall be entitled to one vote for each fully paid, non-assessable share owned by him, and there shall be no cumulative voting.

ARTICLE V INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE VI ADDRESS

The initial street address of the principal office of this corporation is to be at 2000 Palm Beach Lakes Blvd, Suite 200, West Palm Beach, FL 33409.

The Board of Directors may from time to time designate such other address and place for its principal office of this corporation as it may see fit.

ARTICLE VII DIRECTORS

The number of directors of this corporation shall be as provided by the bylaws, but shall not be less than one (1) in number nor more than nine (9), and shall be one (1) in number until otherwise fixed or changed by the bylaws.

ARTICLE VIII INITIAL DIRECTORS

The names and addresses of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the bylaws of this corporation, and the laws of Florida, shall hold office until their successors are chosen at the First Annual Meeting of this Corporation to be held at the time and place provided for in the bylaws, are as follows:

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ARTICLE XIII
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIV
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XV
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVI
AMENDMENTS

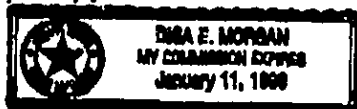
The corporation reserves the right to amend, alter, change, or repeal any provisions herein contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
4th day of December, 1996.


June Koteles

STATE OF TEXAS
COUNTY OF BEXAR

THE FOREGOING INSTRUMENT was acknowledged before me this 4th day of December, 1996, by June Koteles, who is personally known to me and did not take an oath.




NOTARY PUBLIC

My commission expires 01/11/99

H96000017234

<u>Name</u>	<u>Address</u>
June Koteles	2015 Encino Alto San Antonio, TX 78259
James C. Oliver, Jr.	2015 Encino Alto San Antonio, TX 78259

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ARTICLE IX SUBSCRIBERS

The name and address of the subscribers to the Certificate of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
June Koteles	2015 Encino Alto San Antonio, TX 78259
James C. Oliver, Jr.	2015 Encino Alto San Antonio, TX 78259

ARTICLE X INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2000 Palm Beach Lakes Blvd., Suite 200, West Palm Beach, Fl 33409, and the name of the initial registered agent of this corporation is Carolyn R. Street.

ARTICLE XI BYLAWS

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders.

ARTICLE XII CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the shareholders.

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ACCEPTANCE OF REGISTERED AGENT

I, Carolyn R. Street, do hereby accept the designation of
Registered Agent for:

NextStep Marketing International, Inc.


Carolyn R. Street

STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 9th
day of December, 1996, by Carolyn R. Street, who is personally known
to me and did not take an oath.


NOTARY PUBLIC

My commission expires:



KURT C. WARD
My Comm Exp. 3/12/98
Bonded By Service Inc
No. 00343616
Tallahassee, FL 32304

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