

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 14 AM 11:26

P98000004111

Next Level of Enterprise Inc.

Art of Inc. File _____
LTD Partnership File 408002399244--5
Foreign Corp. File 01/14/98 01005-012
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

Signature _____

Requested by: DN

Name _____

Date 1/14/98

Time 9:27

Walk-In _____

Will Pick Up _____

RECEIVED
98 JAN 14 AM 9:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32302
RP
01-14-98

ARTICLES OF INCORPORATION

OF

NEXT LEVEL OF ENTERPRISE, INC.

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The undersigned hereby subscribes to these Articles of Incorporation for any legal purpose permitted under the laws of the State of Florida and of the United States of America.

ARTICLE I
NAME

The name of the corporation is: Next Level of Enterprise, Inc.

ARTICLE II
NATURE OF BUSINESS

The general nature of business to be transacted by the Corporation is:

To engage in the business of carpet sales and carpet installation; to invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of carpet sales and carpet installation services.

To do everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation of any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise

permitted by law.

ARTICLE III CAPITAL STOCK

Any and all legal purposes permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock with a nominal or par value that this corporation is authorized to have outstanding at any one time, together with the distinguishing characters of each, into which same are divided, and the par value of the shares of stock, other than the shares which have no par value or nominal value shares are as follows: twenty five (25) one dollar (\$1.00) par value shares of and each share having equal rights, privileges and voting powers.

The total authorized capital stock of this corporation is twenty five shares divided into shares at the par value of one (\$1.00) dollar each. The amount of capital with which this corporation will begin business is twenty five (\$25.00) dollars. Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of a majority of the Board of Directors but may be paid for by property, labor or services whenever the Board of Directors so authorizes by unanimous consent.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

15040 Buchanan Street
Miami, Florida 33176

ARTICLE VII
DIRECTORS

The number of directors of this corporation shall be on (1) initially, but may be increased according to the by-law adopted by the shareholders.

ARTICLE VIII
INITIAL DIRECTORS

The name and street address of the first Board of Directors and Incorporators who, subject to the provision of these Articles of Incorporation, the by-laws and laws of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

DIRECTOR/PRESIDENT/SECRETARY

Mr. Roger Lynn Morgan
15040 Buchanan Street
Miami, Florida 33176

ARTICLE IX
AMENDMENTS

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

ARTICLE X
REGISTERED AGENT

The resident Agent upon whom service of process is made is:

Mr. Roger Lynn Morgan
15040 Buchanan Street
Miami, Florida 33176

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at 9485 Sunset Drive, Suite A-270, Miami, Florida 33173, for the use and purpose aforesaid.



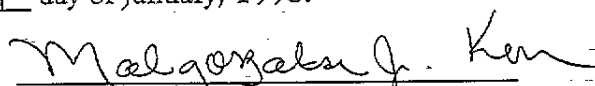
ROGER LYNN MORGAN

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BE IT REMEMBERED that on the 9th day of January, 1998, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ROGER LYNN MORGAN, the aforesaid subscriber to the foregoing Articles of Incorporation, to me known and known to me to be the individual described in and whom executed the foregoing Articles of Incorporation, and acknowledged the foregoing Articles of Incorporation, as his voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 9th day of January, 1998.

My Commission Expires:



Notary Public (Seal)

NOTARY PUBLIC - STATE OF FLORIDA
MALGORZATA J. KON
COMMISSION # CC006722
EXPIRES 03/01/2001
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered, in the State of Florida.

First that NEXT LEVEL OF ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named ROGER LYNN MORGAN, located at 15040 Buchanan Street, Miami, Dade County, Florida 33176, as its agent to accept service of process within this State.



ROGER LYNN MORGAN, President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



ROGER LYNN MORGAN
Registered Agent

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