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AMSOUTH BANK BUILDING
SUITE 500
14 EAST WASHINGTON STREET
ORLANDO, FLORIDA 32801

March 31, 1998

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002478121--2
-04/03/98--01057--018
****122.50 ****122.50

Re: NEXT GENERATION CAMPS, INC.
STATE OF FLORIDA, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation in the name of the above-referenced corporation;
2. Our firm check in the amount of \$122.50 representing the filing fee for the Articles (\$35.00); the filing fee for the Designation of Registered Agent (\$35.00); and the fee for a certified copy of the Articles to be returned to our firm (\$52.50).

Please file the enclosed documents and return the certified copy of the Articles to my attention as soon as possible. If you have any questions please contact the undersigned.

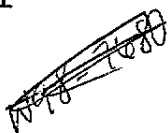
Sincerely,



Robert W. Anthony

RWA:mfm
Enclosures

cc: Michael J. Metzger



FILED
98 APR 13 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/4-13-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 7, 1998

ROBERT W. ANTHONY, ESQ.
P.O. BOX 3387
ORLANDO, FL 32802-3387

SUBJECT: NEXT GENERATION OF FLORIDA, INC.
Ref. Number: W98000007680

We have received your document for NEXT GENERATION OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 798A00018316

ARTICLES OF INCORPORATION
OF
NEXT GENERATION CAMPS, INC.

FILED
98 APR 13 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be NEXT GENERATION CAMPS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 13833 Waterhouse Way, Orlando, Florida 32828.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so

to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 14 East Washington Street, Suite 500, Orlando, Florida 32801.

The name of the initial registered agent of this corporation at that address shall be Robert W. Anthony.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Michael J. Metzger	13833 Waterhouse Way Orlando, FL 32828	Secretary/Treasurer Director
Michael Hartman	4021 Amron Drive Orlando, FL 32822	President/Director

ARTICLE VIII - INCORPORATOR


The following is the name and street address of the
Incorporator to these Articles of Incorporation:

Michael J. Metzger
13833 Waterhouse Way
Orlando, Florida 32828

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner
provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 31st day of March, 1998

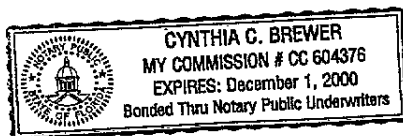

_____(SEAL)
Michael J. Metzger,
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Michael J. Metzger, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of March, 1998.

(SEAL)



Cynthia C. Brewer

Notary Public
Print Name: Cynthia C. Brewer
My commission expires:
Commission No.:

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, NEXT GENERATION CAMPS, INC., , desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as its Registered Agent, Robert W. Anthony, at 14 East Washinton Street, Suite 500, in the City of Orlando, County of Orange, State of Florida, to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Robert W. Anthony