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NAME: THE NEXT LEVEL, INC.

AUDIT NUMBER.....H98000009591

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 22, 1998

EMPIRE CORPORATE KIT COMPANY

SUBJECT: THE NEXT LEVEL INTERNATIONAL, INC.  
REF: W98000011701

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ARTICLES OF INCORPORATION  
OF  
THE NEXT LEVEL INTERNATIONAL, INC.

Pursuant to the appropriate provisions of the Florida Business Corporation Act, the undersigned corporation, The Next Level International, Inc. (the "Company") adopts the following Articles of Incorporation by unanimous consent of all shareholders entitled to vote on this matter and all directors said consent being given herein.

ARTICLE I - NAME

The name of the Company is The Next Level International, Inc.

ARTICLE II - PURPOSE

The Company is organized for the purpose of transacting any and all lawful business.

ARTICLE III - DURATION

The Company shall exist perpetually unless sooner dissolved by the shareholders.

ARTICLE IV - ADDRESS

The mailing address of the Company is 10868 SW 104th Street, Miami, FL 33176.

ARTICLE V - STATED CAPITAL

The Company is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
1000	Common	\$1.00

ARTICLE V - REGISTERED AGENT

The Registered Agent of the Company is Ralph Nerette, 10868 SW 104th Street, Miami, FL 33176.

Prepared by:

Steven H. Naturman, Esq.  
Naturman & Joblove, P.A.  
9500 S. Dadeland Blvd.  
Suite 610  
Miami, Florida 33156  
(305) 670-8353  
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#### ARTICLE VI - BOARD OF DIRECTORS

The Company shall be managed by a board of directors. The Company shall have seven (7) directors at the time of the filing of these articles. The name and address of the current directors are:

Ralph Nerette  
17701 SW 110th Ct.  
Miami, FL 33157

Vallery Paillere  
10351 SW 164th Street  
Miami, FL 33157

Jean Robert Raymond  
16012 SW 98th Avenue  
Miami, FL 33157

Colbert Guerrier  
17701 SW 110th Court  
Miami, FL 33157

The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the Company but shall never be less than one. Ralph Nerette, and/or his successors and assigns shall have the right to appoint up to three additional board members. The director shall hold office until his successor is elected and qualifies as provided in the bylaws.

#### ARTICLE VII - OFFICERS

The officers of the Company shall be the president, and a secretary, and one or more vice presidents (the number thereof to be determined by the board of directors) and each of whom shall be elected by the board of directors. Such other officers and assistant officers may be deemed necessary, may be elected, or appointed by the board of directors. Any two (2) or more offices may be held by the same person.

At the time of the approval of these restated articles of incorporation, Ralph Nerette is the President, Vallery Paillere is the Secretary and Jean Robert Raymond is the Vice President and Colbert Guerrier of the Company (at the address indicated above). There are no other officers at this juncture.

#### ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the Company's debts. The Company shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the Company.

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**ARTICLE VII - ACTIONS REQUIRING SHAREHOLDER APPROVAL**

Prior to taking any of the actions set forth below, the Company shall procure the consent of the majority of all of the shares of the common stock then issued and outstanding:

- (a) The sale, assignment, transfer, lease, exchange or other disposition of all or substantially all of the Company's assets.
- (b) The issuance of any additional shares of common stock of the Company.
- (c) The merger, consolidation, liquidation or dissolution of the Company.
- (d) Any and all amendments to the articles of incorporation and bylaws of the Company.
- (e) Any change in the amount of capital stock authorized to be issued by the Company.
- (f) The issuance of any classes of capital stock other than the type authorized herein.

I, the undersigned, as the holder of the majority of the outstanding and issue shares of stock of the Company agree, adopt, approve and consent to the above Articles of Incorporation this \_\_\_\_ day of May, 1998.

THE NEXT LEVEL INTERNATIONAL, INC.

By: 

Ralph Neretto, Incorporator

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**CERTIFICATE OF DESIGNATION AND CONSENT OF REGISTERED AGENT  
FOR THE NEXT LEVEL INTERNATIONAL, INC.**

Pursuant to the provisions of section 607.0501, Florida Statutes, The Next Level International, Inc., organized under the laws of the state of Florida, submits the following statement in designating the registered office and registered agent, in the state of Florida:

First that The Next Level International, Inc., desiring to organize under the laws of the state of Florida with its principal place office, as indicated in the articles of incorporation, has named Ralph Nerette located at 10868 SW 104th Street, Miami, FL 33176 as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS 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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By

  
Ralph Nerette

SECRETARY OF STATE  
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