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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

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NAME: THE NEXT LEVEL, INC.

AUDIT NUMBER..... H98000009591

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

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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

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any further questions concerning your document, please call (850) 487-6931.

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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:

No. Shares

Classification

Par Value

1000

Common

\$1.00

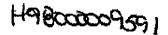
ARTICLE V - REGISTERED AGENT

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 Florida Bar No. 709920 98 MAY 22 AM IO: 00
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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

Jean Robert Raymond 16012 SW 98th Avenue Miami, FL 33157 Vallery Paillere 10351 SW 164th Street 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.

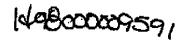
ARTICLE VII - OFFICERS

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.

Relph Nerette, 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 PEFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

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