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FLORIDA PROFIT CORPORATION OR P.A.

NEXT LEVEL ENTERTAINMENT, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

Next Level Entertainment, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1. CORPORATE NAME.

The name of this corporation is Next Level Entertainment, Inc.

ARTICLE 2. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 17701 S.W. 110 Court, Miami, Florida 33157.

ARTICLE 3. PURPOSE

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 4. CAPITAL STOCK.

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000. All such shares shall be of a single class, designated as common.

ARTICLE 5. INITIAL REGISTERED AGENT AND OFFICE.

The name of the initial registered agent and the address of the initial registered office is: Colbert Jude Guerrier at the address of 17701 SW 110 Court, Miami, Florida 33157.

This document prepared by: Donald M. Kreke, Esq.
9100 S. Dadeland Blvd.
Penthouse 1, Suite 1701
Miami, Florida 33156

Florida Bar # 861642
Tel. (305) 670 - 3030

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ARTICLE 6. DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 5 directors whose name and addresses is as follows:

Eddie James Alford III: 11335 SW 70 Terrace, Miami, Florida 33173.
Colbert Jude Guerrier: 17701 SW 110 Court, Miami, Florida 33157.
Eddie John Guilbeaux II: P.O. Box 161902, Miami, Florida 33116.
John Raymond Johnson III: 12365 SW 18 Street, Apt. 207, Miami, Florida 33196.
Robert Jean Raymond: 16012 SW 98 Avenue, Miami, Florida 33157.

ARTICLE 7. INCORPORATORS.

The name and street address of the incorporator of these articles of incorporation are: Colbert Jude Guerrier, 17701 SW 110 Court, Miami, Florida 33157.

ARTICLE 8. INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

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The undersigned incorporator has executed these Articles of
Incorporation this 19 day of February, 1999.


Colbert Jude Guerrier

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

February 19, 1999
Colbert Jude Guerrier

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