Florida Department of State

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     Account Number  : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

H. ROBERTS BENEFITS CONSULTANTS, INC.

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B. REGISTER APR 8 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 7, 1999

EMPIRE

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SUBJECT: H. ROBERTS BENEFITS CONSULTANTS, INC.
REF: W99000008261

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.

Article 6 states there will be 1 director(s), whereas 2 is/are listed.

You must list at least one incorporator with a complete business street address.

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

Becky McKnight
Document Specialist

FAX Aud. #: H99000008116
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
H. ROBERTS BENEFITS CONSULTANTS, INC.

Pursuant to the appropriate provisions of the Florida Business Corporation Act, the undersigned corporation (the "Company") adopts the following Articles of Incorporation adopted by unanimous consent of all shareholders entitled to vote on this matter as indicated below.

ARTICLE I - NAME

The name of the Company is H. Roberts Benefits Consultants, 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 8890 SW 106th 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

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ARTICLE V - STATED CAPITAL

The Company is authorized to issue the following capital stock:

No. Shares	Classification	Par Value
1000	Common	$1.00

ARTICLE VI - REGISTERED AGENT

The Registered Agent of the Company is Hector J. Roberts, 8890 SW 106th Street Miami, FL 33176.

ARTICLE VII - BOARD OF DIRECTORS/INCORPORATORS

The Company shall be managed by a board of directors. The Company shall have two (2) directors at the time of the filing of these articles. The name and address of the current directors are listed below. These persons are the incorporators and they accept such role (as indicated by their signature) and their business addresses are as follows:

Hector J. Roberts, Jr.
8890 SW 106th Street
Miami, FL 33176

Ana G. Roberts
8890 SW 106th Street
Miami, FL 33176

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. The director shall hold office until her successor is elected and qualifies as provided in the bylaws.

ARTICLE VIII - OFFICERS

The officers of the Company shall be the president, and a secretary, and, if the board of directors later determines, one or more vice presidents (the number thereof to be determined by the board of directors) and a treasurer, each of whom shall be

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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 articles of incorporation, Hector J. Roberts, Jr. is the President and Ana G. Roberts is the Vice President and Secretary of the Company (at the address indicated above). There are no other officers at this juncture.

ARTICLE IX - 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.

ARTICLE X - 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.

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(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 Restated Articles of Incorporation this 31 day of March, 1999

By: ______________________
Hector J. Roberts, Jr.
Shareholder, Director, President

By: ______________________
Ana G. Roberts
Shareholder, Director, V.P. & Secretary

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CERTIFICATE OF DESIGNATION AND CONSENT OF REGISTERED AGENT
FOR H. ROBERTS BENEFITS CONSULTANTS, INC.

Pursuant to the provisions of section 607.0501, Florida Statutes, The Next Level, 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 H. Roberts Benefits Consultants, 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 Hector J. Roberts, located at 8890 SW 106th 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.

Hector J. Roberts

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