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August 15, 1995

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

In re: Incorporation of \$1,000,000 CHALLENGE, INC.

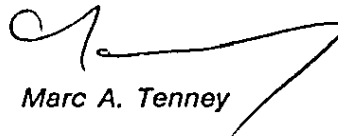
Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Acceptance of Resident Agent, along with a check in the amount of \$122.50 for the appropriate filing fee in regard the above-styled corporation.

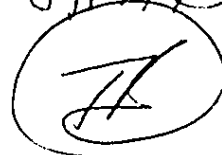
After examination, if the same meets with your approval, please file and return a certified copy of the Articles of Incorporation to the undersigned attorney.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


Marc A. Tenney

MAT/pmk
Enclosures

8/17/95


ARTICLES OF INCORPORATION

OF

\$1,000,000 CHALLENGE, INC.

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the Corporation is: **\$1,000,000 CHALLENGE, INC.**

ARTICLE TWO: DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE: PURPOSE

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

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE FIVE: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1723 Lake Cypress Drive, Safety Harbor, Florida 34695 and the name of the initial registered agent at such address is KENNETH D. SCHAFFER.

ARTICLE SIX: DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

ARTICLE SEVEN: INCORPORATOR

The name and address of the incorporators are:

NAME

ADDRESS

KENNETH D. SCHAFFER

1723 Lake Cypress Drive
Safety Harbor, FL 34695

JOHN D. McRAE

1723 Lake Cypress Drive
Safety Harbor, FL 34695

IN WITNESS WHEREOF, I have subscribed my name this 14 day
of August, 1995.

Kenneth D. Schaffer
KENNETH D. SCHAFFER, Incorporator

John D. McRae
JOHN D. McRAE, Incorporator

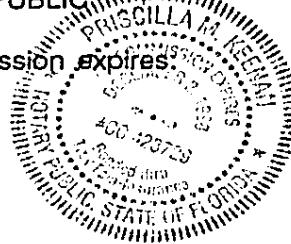
STATE OF FLORIDA)
COUNTY OF PINELLAS)

On this 14 day of August, 1995, before me, a notary public,
the undersigned officer, personally appeared KENNETH D. SCHAFFER and JOHN D.
McRAE, who is personally known OR who has provided Florida Driver Licenses for
identification, has acknowledged that he executed the same for the purposes therein
contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on the date
mentioned above.

Priscilla M. Keenan
NOTARY PUBLIC

My commission expires



**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate Designating Place of Business of Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process may be Served and Names and
Addresses of the Officers and Directors.

The following is submitted, in compliance with Florida Statutes regarding
Incorporation:

\$1,000,000 CHALLENGE, INC., a Corporation organized (or organizing) under
the laws of the State of Florida, with its principal office at 1723 Lake Cypress Drive,
Safety Harbor, FL 34695, and has named KENNETH D. SCHAFFER as its agent to
accept service of process within this State.

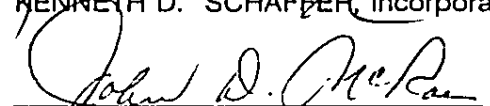
OFFICERS:

KENNETH D. SCHAFFER	President 1723 Lake Cypress Drive Safety Harbor, FL 34695
JOEL JACOBS	Vice-President 7150 - 114th Avenue No. Largo, FL 34643
JOHN D. McRAE	Secretary/Treasurer 1723 Lake Cypress Drive Safety Harbor, FL 34695

DIRECTORS:

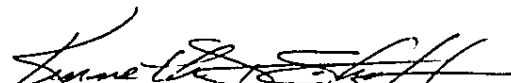
The business of the Corporation shall be managed by the shareholders of the
Corporation rather than by a Board of Directors.


KENNETH D. SCHAFFER, Incorporator


JOHN D. McRAE, Incorporator

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open
during prescribed hours; to post my name (and any other officers of said Corporation
authorized to accept service of process at the above Florida designated address) in
some conspicuous place in the office as required by law.


KENNETH D. SCHAFFER, Resident Agent