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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : LAWTECH, P.A.
Account Number : I19990000138
Phone : (904) 358-8800
Fax Number : (904) 358-8870

FILED
2000 APR 13 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MindPower Consulting Group, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
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Facsimile Audit No.: H000000168500

**AFFIDAVIT
REGARDING IMMEDIATE USE OF NAME**

The undersigned officer of Old Challen II, Inc., a Florida corporation formerly known as MindPower Consulting Group, Inc., executed this affidavit for the purpose of allowing a new corporation to immediately use the name "MindPower Consulting Group, Inc."

1. On April 12, 2000, the Shareholders of this Corporation adopted an amendment to the Articles of Incorporation.
2. Such amendment changed the name of this Corporation to Old Challen II, Inc. from MindPower Consulting Group, Inc.
3. This Corporation consents to the immediate use of the name "MindPower Consulting Group, Inc." by another corporation.

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FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

April 12, 2000
Date

Benjamin B. Maschan
Benjamin B. Maschan
President

Prepared By:
Richard W. Buck, Esq.
LawTech, P.A.
118 West Adams St.
Suite 500
Jacksonville, FL 32202
(904)358-8800
Florida Bar No.: 0981648

Facsimile Audit No.: H000000168500

Facsimile Audit No.: H000000188500

**ARTICLES OF INCORPORATION
OF
MINDPOWER CONSULTING GROUP, INC.**

ARTICLE I - NAME

The name of this Corporation is MindPower Consulting Group, Inc.

ARTICLE II - ADDRESS

The principal office and the mailing address of this Corporation is 14286-19 Beach Blvd, #354, Jacksonville, Florida 32250.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 118 West Adams Street, Suite 500, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is LawTech, P.A.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1) and the name and address of each person who is to serve as a member thereof is:

**Benjamin B. Maschan
14286-19 Beach Blvd, #354
Jacksonville, FL 32250**

Page 1 of 3

**Prepared By:
Richard W. Buck, Esq.
LawTech, P.A.
112 West Adams St.
Suite 1701
Jacksonville, FL 32202
(904)358-8800
Florida Bar No.: 0981648**

Facsimile Audit No.: H000000188500

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ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Richard W. Buck, Esq., 118 West Adams Street, Suite 500, Jacksonville, Florida 32202.

ARTICLE VII – SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock," as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of April, 2000.



Richard W. Buck, Esq.
Incorporator

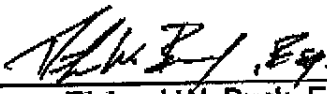
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That MindPower Consulting Group, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, Florida, has named LawTech, P.A., located at 118 West Adams Street, Suite 500, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

Date: 4/13/2000


Richard W. Buck, Esq.
Incorporator

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Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, LawTech, P.A., hereby agrees to act in this capacity, and LawTech, P.A., further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

LawTech, P.A.

Date: 4/13/2000

By: 
Richard W. Buck, President

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