

F020000003018

CORPORATION(S) NAME

Challenge for the Children, Inc.

100005765521--8
-06/13/02--01014--015
*****70.00 *****70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/13/02

Order#: 5374277

Ref#: _____

Amount: \$ _____

6/13
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DIVISION OF CORPORATIONS

02 JUN 13 PM 3:11
02 JUN 13 AM 11:21

RECEIVED

THE TALLAHASSEE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:*

1. Challenge for the Children, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. District of Columbia 3. 13-4107429
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 3, 2000 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2002
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. P. Baker-Shenk, Dorsey & Whitney, LLP
(Principal office address)
1001 Pennsylvania Avenue, NW, Suite 400 South, Washington, DC 20004
(Current mailing address)
8. The company is organized exclusively for charitable purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT CORPORATION SYSTEM

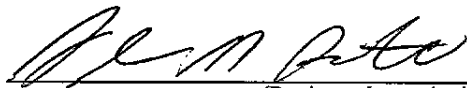
Office Address: CT CORPORATION SYSTEM, 1200 S. Pine Island Road

Plantation, Florida 33324
(City) (Zip Code)

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DIVISION OF CORPORATIONS
02 JUN 13 PM 3:12

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

**Stacy M. Rosenthal
Vice President and
Assistant Secretary**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Lance Bass

Address: 7680 Universal Boulevard, WEG #500, Orlando, FL 32819

Vice Chairman: Joshua Scott Chasez

Address: 7680 Universal Boulevard, WEG #500, Orlando, FL 32819

Director: Joseph A. Fatone, Jr.

Address: 7680 Universal Boulevard, WEG #500, Orlando, FL 32819

Director: Christopher A. Kirkpatrick

Address: 7680 Universal Boulevard, WEG #500, Orlando, FL 32819

SEE ATTACHMENT FOR ADDITIONAL DIRECTOR

B. OFFICERS

President: Lance Bass

Address: 7680 Universal Boulevard, WEG #500, Orlando, FL 32819

Vice President: Joseph A. Fatone, Jr.

Address: 7680 Universal Boulevard, WEG #500, Orlando, FL 32819

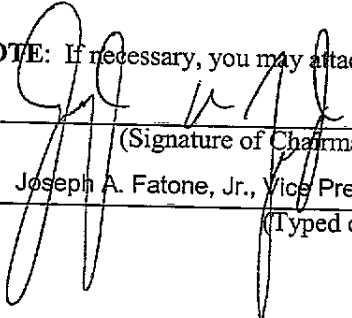
Secretary: Joseph A. Fatone, Jr.

Address: 7680 Universal Boulevard, WEG #500, Orlando, FL 32819

Treasurer: Lance Bass

Address: 7680 Universal Boulevard, WEG #500, Orlando, FL 32819

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph A. Fatone, Jr., Vice President
(Typed or printed name and capacity of person signing application)

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12. A.

Director: Justin R. Timberlake
Address: 7680 Universal Boulevard
WEG #500
Orlando, FL 32819

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02 JUN 13 PM 3:12

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 3rd day of **March , 2000** *Articles of Incorporation of:*

CHALLENGE FOR THE CHILDREN, INC.

The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

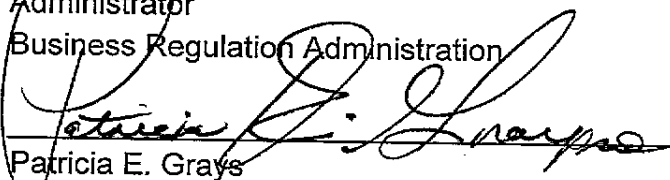
WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing , according to the records of the Corporations Division, having filed all reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **28th** day of **May , 2002** .

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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David Clark
DIRECTOR

Elizabeth O. Kim
Administrator
Business Regulation Administration


Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor