P00000'll26800

LAZARUS CORPORATE FILING SERVICE
(Requestor's Name)

3320 S.W. 87 AVENUE
_____
(Address)

MIAMI, FLORIDA (305)552-5973
_____
(City, State, Zip)   (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

800003491958---1
-12/08/00--01053--022
****78.75 ****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CHALLENGE III, INC.
_____
(Corporation Name)   (Document #)

2. _____
(Corporation Name)   (Document #)

3. _____
(Corporation Name)   (Document #)

4. _____
(Corporation Name)   (Document #)

[✓] Walk in   [✗] Pick up time 2.00   [✗] Certified Copy

[ ] Mail out [ ] Will wait [ ] Photocopy   [ ] Certificate of Status

RECEIVED 00 DEC -8 AM 10:44 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

00 DEC -8 PM 12:34 SECRETARY OF STATE TALLAHASSEE FLORIDA

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

12/8

Examiner's Initials	

ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I   NAME

The name of the corporation shall be:

CHALLENGE III, INC.

ARTICLE II   PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8631 N. W. 54 ST.

MIAMI, FL 33166

ARTICLE III   SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 – $1.00

ARTICLE IV   INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

DENNIS COTE

8631 N. W. 54 ST.

MIAMI, FL   33166

ARTICLE V   INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of
Incorporation is(are):

DENNIS COTE - PRESIDENT   8631 N. W. 54 ST. MIAMI FL 33166
_____
SUSANA VELOZ - VICE-PRESIDENT - 15910 S. W. 56 ST. FT.LAUDERDALE, FL 33331
_____
_____
_____
_____

ARTICLE VI   DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of
Incorporation is (are):

DENNIS COTE - PRESIDENT   8631 N.W. 54 ST. MIAMI, FL 33166
_____
SUSANA VELOZ - VICE-PRESIDENT - 15910 S.W. 56 ST. FT.LAUDERDALE, FL 33331
_____
_____
_____
_____
_____

The undersigned incorporator(s) has (have) executed these Articles of Incorporation
this ___7TH___ day of __DECEMBER__, 2000

_____
Signature

_____
Signature

_____
Signature

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION AT 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
RELATED 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