

P010000029117



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 084593 7264150

AUTHORIZATION : *Patricia Payette*

COST LIMIT : \$ 78.75

2001 MAR 20 PM 1:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ORDER DATE : March 20, 2001

ORDER TIME : 4:16 PM

ORDER NO. : 084593-005

CUSTOMER NO: 7264150

CUSTOMER: Mr. Jeffrey S. Farlow
Sweet Challenge, Inc.

8000003889608--2

1400 Chamber Drive

Bartow, FL 33830

DOMESTIC FILING

NAME: SWEET CHALLENGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137

EXAMINER'S INITIALS:

509
W01-6394

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3/21/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

March 21, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SWEET CHALLENGE, INC.
Ref. Number: W01000006394

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for SWEET CHALLENGE, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 601A00017079

*3/21/2001
document corrected*

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ARTICLES OF INCORPORATION
OF
SWEET CHALLENGE, INC.

2001 MAR 20 PM 1:47

The undersigned acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for SWEET CHALLENGE, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1. NAME. SWEET CHALLENGE, INC. The mailing address is 163 Villa DiEste Terrace #113, Lake Mary, FL 32746.

ARTICLE 2. DURATION. The duration of the Corporation is perpetual.

ARTICLE 3. PURPOSE. To engage in any lawful business for which a corporation may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way. The corporation may do such other acts that may be incidental, necessary and desirable to facilitate its purpose.

ARTICLE 4. GENERAL POWERS. The corporation shall have power:

A. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal and with real, personal or intangible property or any interest therein, wherever situated.

B. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property assets.

C. To lend money to, use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

D. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

E. To make contracts, guarantee and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bond, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.

F. To lend money for its corporate purposes, invest, and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

G. To conduct its business, maintain its offices and exercise the power granted it by the State of Florida, whether within or without the state.

H. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

I. To make and alter bylaws, in a manner consistent with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

J. To make donations for the public welfare or for charitable, scientific, or educational purposes.

K. To transact any lawful business that the Board of Directors deems to be consistent with governmental policy.

L. To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

M. To be an incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

N. To have and exercise all powers necessary or convenient to affect its purposes.

ARTICLE 5. CAPITAL STOCK. The aggregate number of shares, which the Corporation is authorized to issue is Eleven Million (11,000,000) shares, Ten Million (10,000,000) shares of common stock and One Million (1,000,000) shares of preferred stock. The common and preferred shares are to be of one class each and have a par value of \$.0001 per share. All or any part of the shares issued may be paid for in cash, in property or in labor or services actually performed for the benefit of the corporation and valued at the then fair market value as may, from time to time, be assigned by the Board of Directors. All stock shall be issued as fully paid and non-assessable.

ARTICLE 6. VOTING RIGHTS. The common stock shall carry one vote per share and may be voted by proxy in all annual or special meetings called for any purpose that may be the responsibility of the shareholders.

ARTICLE 7. INITIAL REGISTERED OFFICE AND AGENT. The name and street address registered agent and his office is:

Jeffrey S. Farlow
163 Villa DiEste Terrace #113
Lake Mary, FL 32746

ARTICLE 8. INITIAL BOARD OF DIRECTORS. The number of directors constituting the Board of Directors initially is one (1) and may be expanded to a maximum of five (5) as may be desired by the Board of Directors. The initial director is:

Jeffrey S. Farlow

ARTICLE 9. INCORPORATOR. The name and address of the incorporator is:

Jeffrey S. Farlow
163 Villa DiEste Terrace #113
Lake Mary, FL 32746

ARTICLE 10. INDEMNIFICATION. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

A. No director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clauses shall not apply to any liability of a director:

1. for any breach of the director's duty of loyalty to the Corporation or its shareholders;

2. for any act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;

3. under section 607 of the Corporation Law of the State of Florida; or
4. for any any transaction from which the director derived an improper personal benefit.

B. This Article does not limit or eliminate the liability of a director for any act or omission that occurred before the time this Article became effective. Any repeal, termination, modification, or cancellation of this Article shall not terminate or adversely affect any right or protection of a director accruing before the date of repeal, termination, modification, or cancellation.

ARTICLE 11. STOCK TRANSFER RESTRICTIONS. Shares of capital stock of the Corporation shall be issued to the initial subscribers upon payment of the consideration determined by the Board of Directors. Shares held by determined by the Board of directors. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to the Corporation or to the remaining Shareholders in proportion to their holdings. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this article and which may also include the Corporation as a party.

ARTICLE 12. BYLAWS. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE 13. COMMENCEMENT OF CORPORATE EXISTENCE. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE 14. AMENDMENT OF ARTICLES. The power to amend or alter these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes.

ARTICLE 15. CONFLICT OF INTEREST OF OFFICERS OR DIRECTORS.

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitle to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee, which approves such contract or transaction.

ARTICLE 17. ACTION BY CONSENT OF SHAREHOLDERS. Any action that may be taken at a meeting, may be taken without a meeting if consent of Fifty-one percent (51%) of the outstanding shares have submitted such in writing.

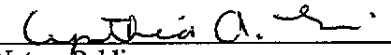
IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 15th day of March 2001.


Jeffrey S. Farlow, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

Before me, personally appeared Jeffrey S. Farlow, known to me or who produced TX Drivers License 09884368 as identification did not take an oath and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 15th day of March 2001.


Notary Public

Cynthia A. Lewis
(Printed Name)

My Commission Expires:

Cynthia A Lewis



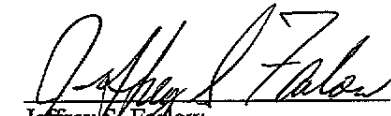
My Commission CC948712

Expires June 25, 2004

ACCEPTANCE AS REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Sweet Challenge, Inc., which is contained in the foregoing Articles of incorporation.

Dated this 15th day of March 2001.


Jeffrey S. Farlow
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA