

**PO1000114872**  
**Sovereign Capital**  
**Inc.**

3859 Bee Ridge Rd Ste 104  
Sarasota, Fl.  
34233

Phone: 941-923-9969  
FAX: 941-926-9770  
email: challengefinancial@home.com

November 13, 2001

Secretary of State  
Division of Corporations  
P O. Box 6327  
Tallahassee, Florida 32314

Re: Sovereign Capital, Inc.

500004701005--8  
-11/30/01--01074--029  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

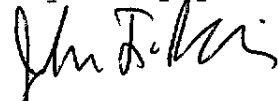
Ladies and/or Gentlemen:

Enclosed in duplicate are the Articles of Incorporation for the above captioned corporation together with the certificate designating the Registered Agent. Also enclosed is a check to the Secretary of State in the amount of \$78.75 to cover the following:

1. \$70.00 - Filing Fee
2. \$ 8.75 - Certified Copy of Articles

Subsequent to filing of the enclosed Articles of Incorporation, please call this office with the Charter Number and thereafter forward the certified copy to me at the above letterhead address. Thank you for your cooperation in this matter.

Very truly yours,

  
JOHN F. RENDEIRO

/dr  
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Enclosures

FILED  
01 NOV 30 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SOVEREIGN CAPITAL, INC.**

**FILED**  
**01 NOV 30 AM 10:18**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be **SOVEREIGN CAPITAL, INC.**, a Florida corporation. The mailing address of the Corporation and the principal office of the Corporation is 3859 Bee Ridge Road, Suite 104, Sarasota, Florida, 34233.

**ARTICLE II - PURPOSE AND POWERS**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IV - CAPITAL STOCK**

The authorized capital stock of the Corporation shall be

10,000 shares of common stock having a par value of \$1.00 per share. The Corporation will have no other classes of shares.

#### **ARTICLE V - BOARD OF DIRECTORS**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The Corporation shall have one Director initially. The name and street address of the initial member of the Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN F. RENDEIRO	3859 Bee Ridge Road, Suite 104 Sarasota, Florida 34233

#### **ARTICLE VI - OFFICERS**

The name and address of the initial officer of the Corporation who shall hold office for the first year of the Corporation, or until his successors are elected or appointed, is:

JOHN F. RENDEIRO	President/Vice President/ Secretary/Treasurer
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#### **ARTICLE VII - BYLAWS**

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the first meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

**ARTICLE VIII - AMENDMENTS**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

**ARTICLE IX - REGISTERED OFFICE AND AGENT**

Section 1. The street address of the initial registered office of the Corporation shall be 3859 Bee Ridge Road, Suite 104, Sarasota, Florida, 34233.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be JOHN F. RENDEIRO.

**ARTICLE X - INCORPORATOR**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN FRANCIS RENDEIRO	3859 Bee Ridge Road, Suite 104 Sarasota, Florida 34233

**IN WITNESS WHEREOF**, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation on this 19 day of November, 2001.

  
\_\_\_\_\_  
JOHN F. RENDEIRO

STATE OF FLORIDA )  
COUNTY OF MANATEE )

The foregoing instrument was acknowledged before me this 19th  
day of November, 2001, by JOHN FRANCIS RENDEIRO, who is personally  
known by me and who did not take an oath.

Delia M. Rosario  
NOTARY PUBLIC (SEAL)



ACCEPTANCE

I hereby accept to act as initial Registered Agent for  
**SOVEREIGN CAPITAL, INC.**, as stated in these Articles of  
Incorporation.

  
\_\_\_\_\_  
JOHN FRANCIS RENDEIRO

FILED  
01 NOV 30 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA