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Law Offices of
FRANKLIN C. FERGUSON, Sr., P.A.
190 NE 199th St., Suite 201, N. Miami Beach, FL 33179-2927
Telephone 305 652-7432 Facsimile 305 653-9930

March 4, 2002

Via U.S. Mail

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

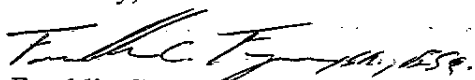
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*****78.75 *****78.75

Re: Filing a profit Corporation

Dear Sir:

Please file the enclosed documents. Also please find enclosed a check for \$78.75.

Sincerely,


Franklin C. Ferguson, Sr., Esq.

encl. Check # 2103

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR -6 AM 9:22

F. CHESSEB MAR 13

ARTICLES OF INCORPORATION

ARTICLE I: NAME

This Corporation shall be known as CHALLENGER HOLDINGS, INC., and shall be located within the geographical boundaries of Dade County, Florida.

ARTICLE II: PURPOSE

This Corporation is formed as a for-profit Corporation functioning primarily in (but not limited to) the Real-Estate industry.

ARTICLE III: TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE IV: BOARD OF DIRECTORS

This Corporation is founded with a Board of Directors consisting of four (4) members who shall hold office the first year until their successors are chosen; these four members are as follows:

Alonzo D. King
190 NE 199th St., STE 207
North Miami Beach, Florida 33179

Dennis Jeter III
190 NE 199th St., STE 207
North Miami Beach, Florida 33179

Kelvin D. Calhoun
190 NE 199th St., STE 207
North Miami Beach, Florida 33179

Franklin C. Ferguson, Sr.
190 NE 199th St., STE 207
North Miami Beach, Florida 33179

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ARTICLE V: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are duly elected or appointed are:

President: Alonzo D. King
190 NE 199th St., STE 207
North Miami Beach, Florida 33179

Vice-President: Kelvin D. Calhoun
190 NE 199th St., STE 207
North Miami Beach, Florida 33179

Secretary: Dennis Jeter III
190 NE 199th St., STE 207
North Miami Beach, Florida 33179

Treasurer: Franklin C. Ferguson, Sr.
190 NE 199th St., STE 207
North Miami Beach, Florida 33179

ARTICLE VI: PRINCIPAL OFFICE

This Corporation's street and mailing address is 190 NE 199th St., STE 207, North Miami Beach, Florida 33179.

ARTICLE VII: INCORPORATOR

Franklin C. Ferguson, Sr., Esq., 190 NE 199th St., STE 207, North Miami Beach, Florida 33179.

ARTICLE VIII: INTIAL REGISTERED AGENT

Franklin C. Ferguson, Sr., Esq., 190 NE 199th St., STE 207, North Miami Beach, Florida 33179.

ARTICLE IX: PREEMPTIVE RIGHTS

This Corporation endows its shares with preemptive rights, entitling the shareholders thereof to purchase any additional new issues of stock in direct proportion to their ownership of existing stock.

ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS

This Corporation does hereby indemnify each of the Directors and Officers for any of their conduct on behalf of or related to their duties as directors or officers of this Corporation and holds them harmless for any acts on behalf of or in connection with their services for this Corporation.

ARTICLE XI: SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: FIVE HUNDRED (500).

IN WITNESS WHERE OF, the undersigned incorporator has hereunto set his seal this 4th day of March, 2002.


Signature of Incorporator

ACCEPTANCE OF REGISTERED AGENT AND DESIGNATED IN
ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of process for the above-stated Corporation at the 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 relating to the proper and complete performances of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature of Registered Agent

3/4/02
Date

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TALLAHASSEE, FLORIDA
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