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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mark Thompson
P O Box 1387
Auburndale FL 33823-1387

February 14, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

Subject: Challenger Multimedia and Entertainment Group, Inc.

Attached please find an original and one (1) copy of the Articles of Incorporation of *Challenger Multimedia and Entertainment Group, Inc. Certificate of designation Registered Agent/ Registered Office* and a check for the amount of \$78.75.

From: Mr Mark S Thompson
P O Box 1387
Auburndale FL 33823-1387
(863) 802-0854
CELL: (863)-255-7088
FAX: (863) 551-3551

**ARTICLES OF INCORPORATION
OF
CHALLENGER MULTIMEDIA AND ENTERTAINMENT
GROUP, INC.**

ARTICLE ONE

Name. The name of the Corporation is Challenger Multimedia and Entertainment Group, Inc.

ARTICLE TWO

Effective Date. The Corporation shall be effective February 15, 2003. The period of its duration is perpetual.

ARTICLE THREE

Purpose. The purpose for which the corporation is organized is:

A) The transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

B) To manufacture, produce, acquire production and/or broadcast rights, purchase, own, maintain, export, import, sell, lease, license, distribute, exhibit, and generally deal in videos, DVDs, CDs, motion pictures, sound recordings of every kind, nature and description, of any size format and dimension, colored or otherwise, with or without sound synchronization, talking sequences or musical accompaniment; to purchase acquire rights sell lease distribute and generally deal in plays, scenarios, works of literature, documentaries, dramas, dramatic compositions, musical compositions, operas, operettas, and to apply for, obtain, purchase or otherwise dispose of, any and all copyrights, broadcast rights, whether secured under the copyright law of the United States or of any foreign country; to produce, purchase sell lease, license, broadcast and otherwise deal in video, DVD, CD and motion picture plays, with or without sound synchronization, talking sequences or musical accompaniment, dramas, musical compositions, operas, operettas, documentary stories based on scientific, travel and educational subjects, and all other subjects generally adaptable to production in video, DVD, CD and motion picture forms, and for that purpose to engage and employ the services of actors, actresses, singers, musicians, directors, playwrights, scenario writers, camerapersons, electricians, stage staff, wardrobe, staff, scenic artists, and all other production and post production persons necessary and proper for the production of videos, DVDs, CDs, motion pictures and sound recordings

ARTICLE FOUR

Capital Structure. The classes, number and par value of shares which the corporation shall have authority to issue without further report to the Secretary of State are:

Class of Shares:	Number of Shares:	Par Value of Shares
Common	50,000	\$1.00
Preferred Series A: 8% Cumulative Nonparticipating	10,000	\$100.00
Preferred Series B: 6% Cumulative Participating Convertible	20,000	\$50.00

ARTICLE FIVE

Principal Place of Business. The principal place of business and mailing address of this corporation shall be 125, Florida 33801

ARTICLE SIX

Registered Office and Agent. A) The street address of its initial registered office is 125 Shelby Avenue, Suite 5, Auburndale, Florida,

B) The name of its initial registered agent at such address is in Article 6 Paragraph A is Mark S. Thompson.

ARTICLE SEVEN

Initial Board of Directors. The number of directors constituting the initial Board of Directors is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until the director's successor is elected and qualified is:

Name:	Mailing Address:
Mark S Thompson	125 Shelby Avenue, Suite 5, Auburndale, Florida 33823

ARTICLE EIGHT

Bylaws Provision. The Board of Directors is empowered to make, alter, or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

Incorporator. The name and address of the incorporator is:

Name:

Mailing address:


Mark Thompson

P O Box 1387, Auburndale, Florida 33823-1387

ARTICLE TEN

Limits of Incorporator. The powers of the incorporator ceases upon the filing of the Articles of Incorporation

The undersigned has executed these Articles of Incorporation this Fourteenth Day of February, 2003


Mark S Thompson
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Challenger Multimedia and Entertainment Group, Inc.
2. The name and address of the Registered Agent and office is:

Mark S Thompson
125 Shelby Avenue
Suite 5
Auburndale, Florida 33823

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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signed this Fourteenth day of February, 2003



Mark S Thompson
REGISTERED AGENT/INCORPORATOR