

1301 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

904-222-9771

904-222-0111 FAX



**network**  
PRINCIPAL  
LEGAL & FINANCIAL SERVICES

*RECEIVED  
JAN 16 AM 33  
DIVISION OF CORPORATION  
ACCOUNT NO: 072-000032*

ACCOUNT NO: 072-000032

REFERENCE : 802450 167869A

AUTHORIZATION :

*Patricia Pyjunt*

COST LIMIT : \$122.50

ORDER DATE : January 15, 1996

ORDER TIME : 11:25 AM

ORDER NO. : 802450

800001683118

CUSTOMER NO: 167869A

CUSTOMER: Joe Fuller, Esq  
FULLER & MINOR, P. A.

Suite 200  
1520 Royal Palm Square Blvd.  
Fort Myers, FL 33919

EFFECTIVE DATE  
JAN 10 1996

DOMESTIC FILING

NAME: NEW CHALLENGES, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: T. BROWN JAN 16 1996

*NR R96-106*

FILED  
96 JAN 16 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
~~JAN 10 1996~~

FILED  
96 JAN 16 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

of

New Challenges, Inc.

The undersigned acting as Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

### ARTICLE I NAME

The name of the corporation shall be:

New Challenges, Inc.

### ARTICLE II PRINCIPLE OFFICE/MAILING ADDRESS

The street address and mailing address of the initial principle office is 17140 Pleasure Road, Cape Coral, Florida 33909.

### ARTICLE III SHARES

The corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution. The corporation is authorized to issue 1000 common shares.

### ARTICLE IV PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive

rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this corporation is:

Randolyn B. Rosete  
17140 Pleasure Rd.  
Cape Coral, Florida 33909

#### ARTICLE VI INCORPORATORS

The name and address of each Incorporator is:

<i>Name</i>	<i>Address</i>
Randolyn B. Rosete	17140 Pleasure Rd. Cape Coral, Florida 33909

#### ARTICLE VII INDEMNIFICATION

The corporation shall indemnify each Officer and Director to the fullest extent permitted by law.

#### ARTICLE VIII DURATION

The duration of the corporation is perpetual.

#### ARTICLE IX PURPOSE

The general purposes for which the corporation is organized are the following:

(A) To engage in and transact any lawful business for which a corporation may be incorporated under the laws of the United States, the State of Florida and the Florida General Corporation Act, or any other state, country, territory or nation. No other purpose limits this general purpose in any way.

(B) To do such other things as are incidental to the purposes of the corporation and are necessary or desirable in order to accomplish them.

**ARTICLE X EFFECTIVE DATE**

The effective date of these Articles of Incorporation is January 10, 1996.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of January 1996.

  
RANDOLYN B. ROSETE

STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that before me personally appeared RANDOLYN B. ROSETE, personally known by me or who has produced The Drivers License to me for identification purposes, to be the person described in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of Jan, 1996.

NOTARY PUBLIC:

SIGN

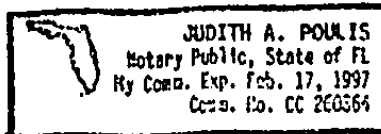


PRINT

JUDITH A. POULIS  
State of Florida at Large

(SEAL)

My Commission Expires: 2-17-97



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

FILED  
96 JAN 16 PM 2:18  
SECRETARY OF STATE  
FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0801 OR 617.0801  
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:  

New Challenges, Inc.
2. The name and address of the registered agent and office  
is:  

Randolyn B. Rosete  
17140 Pleasure Rd.  
Cape Coral, Florida 33909

*Having been named as registered agent and to accept service of  
process for the above-stated corporation at the place stated  
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.*

Dated: January 8, 1996

Randolyn B. Rosete  
RANDOLYN B. ROSETE  
Registered Agent