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January 15, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200002079272--5
-02/05/97--01131--015
*****70.00 *****70.00

RE: Challenge Ventures, Inc.

Enclosed are the original Articles of Incorporation for the above named proposed Florida corporation.

Also enclosed is a check in the amount of \$70.00 representing the fees for filing and Designation of Resident Agent.

Thank you for your assistance in this matter.

Very truly yours,

David P. Johnson

DAVID P. JOHNSON

DPJ:nlh
Enclosure
cc: Deb Arbitman

FEB 4 1997

FILED
97 JAN 31 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 JAN 31 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF CHALLENGE VENTURES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is CHALLENGE VENTURES, INC.

ARTICLE II

The address of the principal office of the Corporation is 1329 S. Lakeshore Drive, Sarasota, Florida 34231. The mailing address of the Corporation is 1329 S. Lakeshore Drive, Sarasota, Florida 34231.

ARTICLE III

The number of shares the Corporation is authorized to issue is Five Hundred, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The street address of the Corporation's initial registered office is 1329 S. Lakeshore Drive, Sarasota, Florida 34231. The initial Registered Agent for the Corporation at that address is DEB ARBITMAN.

ARTICLE V

The name and address of the person signing these Articles of Incorporation

as Incorporator is:

Name

Address

Deb Arbitman

1329 S. Lakeshore Drive
Sarasota, Florida 34231

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of January, 1997.


DEB ARBITMAN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CHALLENGE VENTURES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: January 16, 1997


DEB ARBITMAN

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