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7/22/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: CHALLENGE DISTRIBUTOR'S INC.
AUDIT NUMBER.....H97000011872
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TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF

CHALLENGE DISTRIBUTOR'S INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CHALLENGE DISTRIBUTOR'S INC.

The principal place of business of this corporation shall be:

7370 NW 36 ST. ste# 376
MIAMI, FL. 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United State, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

SHAREHOLDER.. CESAR R. BERNAL (100 SHARES)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Cesar R. Bernal
9102 NW 112 Terr.
Hialeah Gardens, FL 33018
(305) 887-4185

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ARTICLE V OFFICERS DIRECTORS

The name (s) and street address (es) of the initial officer (s) if any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are):

*CESAR R. BERNAL DIRECTOR
9102 NW 112 TERR
HIALEAH GARDENS, FL. 33018

*MARK ROTTENBERG 122 W. 26 ST. DIRECTOR
NEW YORK, NEW YORK 10001
c/o 9102 NW 112 TERR. HIALEAH GARDENS, FL. 33018

*IDALMIS MACHIN DIRECTOR
9102 NW 112 TERR.
HIALEAH GARDENS, FL. 33018

ARTICLE VI INCORPORATOR (S)

The name (s) and street address (es) of the Incorporator (s) to these Article of Incorporation is (are):

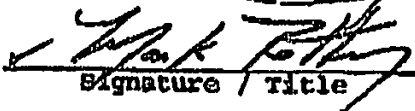
*CESAR R. BERNAL PRESIDENT/TREASURER (100 SHARES)
9102 NW 112 TERR
HIALEAH GARDENS, FL. 33018

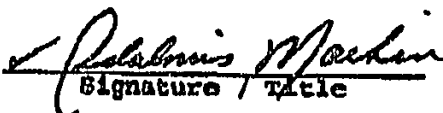
*MARK ROTTENBERG 122 W. 26 ST VICE PRESIDENT
NEW YORK, NEW YORK 10001
c/o 9102 NW 112 TERR HIALEAH GARDENS, FL. 33018

*IDALMIS MACHIN SECRETARY
9102 NW 112 TERR.
HIALEAH GARDENS, FL. 33018

The undersigned has (have) executed these Article of Incorporation this 21st day of JULY, 1991.


Signature / Title


Signature / Title


Signature / Title

Signature / Title

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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: _____
CHALLENGE DISTRIBUTOR'S INC.
2. The name and address of the registered agent and office is _____
CESAR R. BERNAL
(Name)
9102 NW 112 TERR.
(P. O. BOX NOT ACCEPTABLE)
HIALEAH GARDENS, FL. 33018
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED 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 MY POSITION AS REGISTERED AGENT.

SIGNATURE

Cesar R. Bernal

DATE JULY 21, 1997

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