

Berger  
Davis &  
Singer  
erman  
Professional Association

1601 N. ... Avenue, Suite 200  
Tallahassee, Florida 32301  
Phone: 954.525.9000  
Fax: 954.525.9281

February 13, 1998

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: **Champion Technologies Corporation**

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Articles of Incorporation and the \$35.00 fee for filing the designation of registered agent.

Sincerely,

BERGER DAVIS & SINGERMANN

*Robin L. Goldston*  
Robin L. Goldston  
Legal Assistant

Enc.

cc: Mr. James P. Cullin (w/enc.)  
Lawrence C. Callaway, III, Esq.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*

*Please call  
Cynthia @ 561-3010  
When filing is  
ready.  
Thank!*

**ARTICLES OF INCORPORATION  
OF  
CHAMPION TECHNOLOGIES CORPORATION  
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is Champion Technologies Corporation.

**ARTICLE II**

**ADDRESS**

The mailing address of the Corporation is:

6421 Congress Avenue  
Boca Raton, Florida 33487

**ARTICLE III**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

**ARTICLE IV**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE V**

**CAPITAL STOCK**

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is Berger Davis & Singerman, P.A., 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Lawrence C. Callaway, III.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
MICHAEL BAKER	6421 Congress Avenue Boca Raton, FL 33487

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
LAWRENCE C. CALLAWAY, III	Berger Davis & Singerman, P.A. 100 N.E. 3rd Avenue, #400 Fort Lauderdale, FL 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of February, 1998.

  
\_\_\_\_\_  
LAWRENCE C. CALLAWAY, III  
Incorporator

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF BROWARD                )

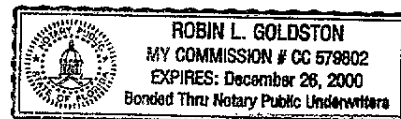
Sworn to and subscribed before me this 12th day of February, 1998, by LAWRENCE C. CALLAWAY, III.

(X ) Personally known to me; or

(    ) Produced Identification; Type of Identification produced

NOTARY PUBLIC:

Sign: *Robin L. Goldston*  
Print Name: Robin L. Goldston  
Commission No.: CC579802  
My Commission Expires: 12/26/2000



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of CHAMPION TECHNOLOGIES CORPORATION, as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of CHAMPION TECHNOLOGIES CORPORATION.

Date: February 12, 1998

*Lawrence C. Callaway, III*  
LAWRENCE C. CALLAWAY, III  
Initial Registered Agent