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Mark Thompson  
4747 North Lakeland Hills Blvd  
Suite 378  
Lakeland, FL 33805-9577

January 20, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
409 E. Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE

1-20-99

Subject: Challenger Entertainment Group, Incorporated

Attached please find an original and one (1) copy of the Articles of Incorporation of Challenger Entertainment Group, Incorporated, *Certificate Designating an Office, Place of Business for the Service of Process and Naming Agent upon Whom Process May be Served*, and a check for the amount of \$78.75.

From: Mr. Mark S. Thompson  
4747 North Lakeland Hills Blvd.  
Suite 378  
Lakeland, FL 33805-9577  
(941) 602-6064 —

FAX: (941) 680-2806 —

682-3983 —

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P. Hoff  
JAN 28 1999

(5)

**ARTICLES OF INCORPORATION**  
**OF**  
**CHALLENGER ENTERTAINMENT GROUP, INCORPORATED**

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TALLAHASSEE, FLORIDA

**ARTICLE ONE**

EFFECTIVE DATE

1-20-99

*Name.* The name of the corporation is Challenger Entertainment Group, Incorporated.

**ARTICLE TWO**

*Effective Date.* The Corporation shall be effective January 20, 1999. The period of its duration is perpetual.

**ARTICLE THREE**

*Purpose.* The purposes 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, purchase, own, maintain, export, import, sell, lease, license, distribute, exhibit, and generally deal in videos, 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, 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, whether secured under the copyright law of the United States or of any foreign country; to produce, purchase, sell, lease, license and otherwise deal in video 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 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 persons necessary and proper for the production of videos, 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 4747 North Lakeland Hills Blvd, Suite 378, Lakeland, Florida 33805-9577.

## ARTICLE SIX

*Registered Agent and Office* (a) The street address of its initial registered office is 4747 North Lakeland Hills Blvd, Suite 378, Lakeland, Florida 33805-9577.

(b) The name of its initial registered agent at such address in Article Six, Paragraph (a) is Business-COM Services, Inc.

## 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 Thompson	4747 North Lakeland Hills Blvd, Suite 378, Lakeland, Florida 33805-9577

## 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:

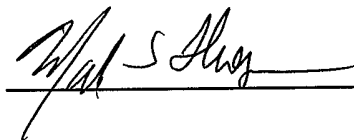
Name: Mailing address:

Mark Thompson 4747 North Lakeland Hills Blvd, Suite 378, Lakeland, Florida 33805-9577

## ARTICLE TEN

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

The undersigned has executed these Articles of Incorporation this 20<sup>th</sup> day of January, 1999.



Incorporator

**CERTIFICATE DESIGNATING AN OFFICE, PLACE OF BUSINESS,  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN PURSUANCE TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,  
FLORIDA STATUTES, THE UNDERSIGNED HEREBY CERTIFIES:

That **CHALLENGER ENTERTAINMENT GROUP, INCORPORATED**, a corporation duly organized under the laws of the State of Florida, with its principal place of business at the City of Lakeland, County of Polk, State of Florida, has designated and established **BUSINESSCOM SERVICES, INC.**, 4747 North Lakeland Hills Blvd, Suite 378 City of Lakeland, County of Polk, Florida 33805-9577, as the office, place of business or domicile for the service of process withing this State, and names as its agent thereat upon whom process may be served, **BUSINESSCOM SERVICES, INC.**, a corporation duly organized and existing under the laws of the State of Florida.

The undersigned having been designated as agent for the service of process within the State of Florida upon the above named corporation, at the place designated in the foregoing certificate, does hereby accept the appointment as such Agent for said corporation

IN WITNESS WHEREOF, **BUSINESSCOM SERVICES, INC.** has caused this certificate to be signed by its duly authorized officer this 20<sup>th</sup> day of January, 1999.

**BUSINESSCOM SERVICES, INC.**

(Corporate Seal)

By

  
CEO - Mark S. Thompson

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TALLAHASSEE, FLORIDA