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Dawn W. Grzybala

4930 Park Blvd., Suite 9
Pinellas Park, Florida 33781-3410
Telephone (727) 546-1040

July 8, 1999

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Subject: Articles of Incorporation

For: Champion Group, Inc.

Enclosed you will find Articles of Incorporation on the above referenced business for your review, acceptance and filing. You will also find enclosed a check in the amount of \$78.75 made payable to Florida Department of State for your certified filing fee.

Please provide a copy of the Certificate of Incorporation with your Certificate of Filing indicating the official incorporation date and forward to:

4930 Park Boulevard, Suite 9
Pinellas Park, Florida 33781-3410

Sincerely,

By:

Dawn W. Grzybala
Dawn W. Grzybala

FILED
99 JUL 12 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
Champion Group, Inc.

FILED
99 JUL 12 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a
Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

Champion Group, Inc.

ARTICLE II - ADDRESS

The principal address of the corporation shall be:

4930 Park Blvd., Suite 9
Pinellas Park, Florida 33781-3410

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - FISCAL YEAR

The Corporation's fiscal year shall be from January 1 to December 31 of the
same year.

ARTICLE V - PURPOSES

The general character or nature of the business to be transacted by this
Corporation is to perform any and all legal acts as permitted under the laws of the

United States and Florida.

ARTICLE VI - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is 1000 shares of voting common stock, each having the par value of One Dollar (\$1.00).

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

4930 Park Blvd., Suite 9
Pinellas Park, Florida 33781-3410

and the initial Registered Agent of the corporation at such address is:

Dawn W. Grzybala

Agency Accepted: I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

By: 

Name: Dawn W. Grzybala

ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles of Incorporation is:

NAME	ADDRESS
Dawn W. Grzybala	4930 Park Blvd., Suite 9 Pinellas Park, Florida 33781-3410

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time but shall never be less than One (1). The name and address of each initial director is:

NAME	ADDRESS
Dawn W. Grzybala	4930 Park Blvd., Suite 9 Pinellas Park, Florida 33781-3410

ARTICLE XI - INITIAL OFFICERS

The name and address of each initial officer of the Corporation is:

<u>President</u>	Dawn W. Grzybala	4930 Park Blvd., Suite 9 Pinellas Park, Florida 33781-3410
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<u>Vice President</u>	None
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<u>Secretary</u>	Dawn W. Grzybala	4930 Park Blvd., Suite 9 Pinellas Park, Florida 33781-3410
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<u>Treasurer</u>	Dawn W. Grzybala	4930 Park Blvd., Suite 9 Pinellas Park, Florida 33781-3410
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ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIV - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in Special and Regular meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XV - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVI - AMENDMENT


The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XVII - DATE OF COMMENCEMENT

The date of commencement of corporation existence is to commence upon
the filing of the Articles of Incorporation herein by the Department of State.

IN WITNESS THEREOF, the undersigned subscriber has executed these

Articles of Incorporation this 8th day of July, 1999

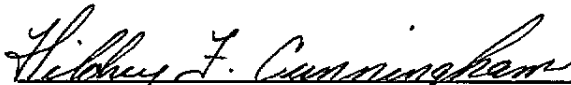

Dawn W. Grzybala, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the
State and County set forth above personally appeared and personally known to me,
Dawn W. Grzybala
who acknowledged to me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal, in the State and County aforesaid, this 8th day of
July, 1999


Notary Public, State of Florida at Large

Seal

