

Baja Challenge, Inc.
5402-B Pioneer Park Blvd.
Tampa, Florida 33634

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

October 12, 1999

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-10/14/99-01044--011
*****78.75 *****78.75

Re: Filing of Articles of Incorporation and Certificate Designating
Registered Office and Registered Agent for:
baja Challenge, Inc.

Enclosed and herewith delivered for filing of record are the original and one conformed copy of Articles of Incorporation and Certificate Designating the Registered Office and Registered Agent of baja Challenge, Inc. organizing under the Florida Business Corporation Act.

Also enclosed is a check made payable to the Florida Department of State in the amount of \$78.75 comprising payment of the following: (a) filing fee for articles of incorporation, (b) certified copy of articles of incorporation, and (c) the fee for designation of and acceptance by registered agent.

Please file of record the Charter Documents, Articles of Incorporation and the Certificate Designating Registered Office and Agent, and return to us the certified copy of these articles, and designation certificate, to the undersigned at the above letterhead address.

If any problem arises, please call the undersigned collect at (813) 926-7956 ext. 30 Thank you for your assistance.

Sincerely,



Eric S. Canonico
Incorporator

Enclosures:



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
Of
baja Challenge, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural persons, competent to contract, acting as incorporators for the purpose of organizing a corporation pursuant to Florida Statutes Chapter 607, the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

Article I. Name. The name of the corporation is:

baja Challenge, Inc.

Article II. Duration. The duration of existence of the corporation is perpetual and shall commence on the 12th day of October, 1999.

Article III. Purposes. The purposes for which the corporation is organized are: To engage in and do any or all lawful acts or activities and to engage in and transact any or all lawful business permitted under the laws of the United States and the laws of the State of Florida.

Article IV. Authorized Stock The corporation is authorized to issue One Million (1,000,000) shares of common stock of the par value of \$0.0001 a share and having the aggregate par value of One Hundred Dollars (\$100.00).

Article V. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 5402-B Pioneer Park Blvd., Tampa, Florida 33634. The name of the initial registered agent of the corporation at this office is Eric S. Canonico.

Article VI. Initial Board of Directors. The corporation shall have a board of directors which shall initially consist of one (1) individual. The number of directors may be increased or decreased from time to time by an amendment to, or in the manner provided in, the bylaws, provided that the number of directors shall not be less than one (1) individual at any time. The name and address of the individual who shall serve as the initial director of the corporation is:

Eric S. Canonico
18210 Crawley Road
Odessa, Florida 33556

Article VII. Incorporators. The name and address of the incorporator is:

Eric S. Canonico
18210 Crawley Road
Odessa, Florida 33556

Article VIII. Principal Office Address. The initial principal office address of the corporation is: 5402-B Pioneer Park Blvd. Tampa, Florida 33634, which is the same address as the corporation's initial registered office. The initial mailing address of the corporation is: P.O. Box 898, Odessa, Florida 33601. The corporation reserves the privilege of having branch or other offices at places within or outside the State of Florida.

Article IX. Powers. The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

Article X. Indemnification and Limitation of Liability.

(a) The corporation shall indemnify each past, present and future director and officer of the corporation (and his or her heirs and personal representatives) against any and all liabilities, judgments, penalties, fines, settlements and reasonable expenses (including attorney's fees) incurred by each director or officer in connection with or arising out of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such director or officer is or may be involved by reason of his or her having been a director or officer of the Corporation, to the fullest extent permitted by Florida law now or hereafter in force, and the corporation shall advance the reasonable expenses incurred by such director or officer to the fullest extent permitted by Florida law.

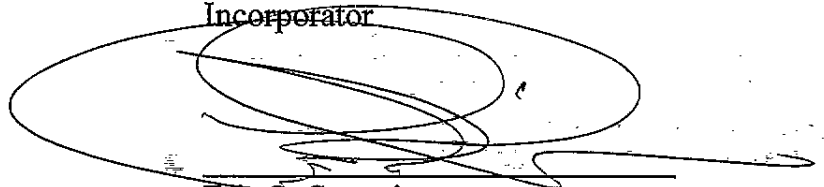
(b) To the fullest extent permitted by Florida law now or hereafter in force, no director or officer of the corporation shall be personally liable to the corporation or its stockholders for money damages resulting from his or her actions in his or her official capacity as a director or an officer. Any repeal, amendment or modification of the foregoing provision of this Article shall not adversely affect any right or protection of a director or an officer existing at the time of such repeal, amendment or modification.

Article XI. Amendment of Articles. The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, in the State of Florida, this 12th day of October, 1999.



Eric S. Canonico
Incorporator



Eric S. Canonico
Registered Agent

Certificate Designating Registered Office and Registered Agent for Service of Process within the State of Florida

In compliance with Florida Statutes sections 48.091, 607.0501 and 607.0505, the following is hereby submitted:

That baja Challenge, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, located at 5402-B Pioneer Park Blvd., Tampa, Florida 33634, hereby designates and appoints Eric S. Canonico as its registered agent to accept service of process at the aforesaid address, which address is hereby designated as the corporation's registered address for service of process within the State of Florida.

Executed in the State of Florida, this the 12th day of October, 1999.



Eric S. Canonico
Incorporator/Director

Acknowledgement and Acceptance

Having been designated as registered agent to accept service of process for the above named corporation, at the registered office of the corporation designated in the Articles of Incorporation and this Certificate, I hereby agree to act in this capacity, acknowledge that I am familiar with, and accept, the obligations of this position, and further agree to comply with the duties and obligations imposed by, and in accordance with, the laws of the State of Florida relative to the proper and complete performance of my duties in this capacity.

Executed in Odessa, Florida, this the 12th day of October, 1999.



Eric S. Canonico
Registered Agent

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