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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TSD 8/3/04

July 29, 2004

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314-6327

Re: AMERICA'S TEAM, INC..

Ladies and Gentlemen,

Enclosed please find an original and a copy of the Articles of Incorporation for AMERICA'S TEAM, INC. and a check for seventy dollars ($70) to cover filing costs.

Please return a copy of the filed articles to W. C. Keith at 199 AVE. K S.E., WINTER HAVEN, FL 33880. If you should have any questions regarding the same, please contact me at (863) 667-1740.

Respectfully Submitted,

W. C. Keith
Registered Agent

ARTICLES OF INCORPORATION

For

AMERICA'S TEAM, INC.

ARTICLE I

NAME

The name of this corporation is AMERICA'S TEAM, INC. and it's place of business is 199 AVE. K S. E., WINTER HAVEN, FL 33880.

ARTICLE II

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation, or date of receipt by the Secretary of State, whichever is earlier.

ARTICLE III

PURPOSE

This corporation may engage in any activity of business permitted under the laws of the United States of America and of this state.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of Ten Cents (0.10) par value Common Stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

W. C. KEITH
1517 COMMERCIAL PARK DR.
LAKELAND, FL 33801

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TALLAHASSEE, FLORIDA

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the director(s) of this corporation is:

PRES. DENNY WILSON
199 AVE. K S.E.
WINTER HAVEN, FL 33880

V.P. JAMES F. KNIGHT
199 AVE. K S.E.
WINTER HAVEN, FL 33880

SEC. MARK J. RUGGIERI
199 AVE. K S.E.
WINTER HAVEN, FL 33880

ARTICLE VII

INCORPORATOR

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

MARK J. RUGGIERI
199 AVE. K S.E.
WINTER HAVEN, FL 33880

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE IX

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

ARTICLE XI

PREEMPTIVE RIGHTS

Each share holder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares outstanding exclusive of the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of the receipt of notice from the corporation.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending , or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to the full extent permitted by Chapter 607.0850 of the Florida Statues, or any successor thereto.

ARTICLE XIII

PROXY

In any selection of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by each shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided however, that the notice shall be given by any shareholder to the President or Vice President of the Corporation not less than twenty four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this Corporation.

ARTICLE XIV

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter of Bylaw provision for annual election shall be without prejudice to the contract rights if any, of the executive officer under the contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 29th day of July, 2004.

INCORPORATOR

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 29 day of July, 2004, by Mark Ruggieri, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

Melissa Ann Sturdevant
My Comm Exp. 03-09-07
Bonded by RLI Surety
No. DD 191716

☑ Personally Know ☐ Other ID

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept of act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statute 607.325.

REGISTERED AGENT

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