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ACCOUNT NO. : 072100000032  
REFERENCE : 642617 4329479  
AUTHORIZATION : *Patricia Payne*  
COST LIMIT : \$ 87.50

ORDER DATE : December 19, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 642617-005

CUSTOMER NO: 4329479

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CUSTOMER: Karen Didea, Legal Asst  
Baker & Hostetler Suntrust  
200 South Orange Avenue  
Po Box 112  
Orlando, FL 32802-0112

DOMESTIC AMENDMENT FILING

NAME: IMAGINEER DEVELOPMENT CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED  
97 DEC 19 PM 12:46  
RECEIVED  
97 DEC 19 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

*AM/Rest/NC  
CPG  
12/22*

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**IMAGINEER DEVELOPMENT CORP.**

**FILED**  
97 DEC 19 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned does hereby make, swear to, adopt and file these Amended and Restated Articles of Incorporation of IMAGINEER DEVELOPMENT CORP. (the "Corporation"), which Corporation was incorporated in the State of Florida on September 22, 1997.

1. The Board of Directors of the Corporation proposed amending and restating the Articles of Incorporation of the Corporation to change the corporate name to be Team Synergy Development and Marketing Corporation (Article I) and to correct the spelling of the name and addresses of the initial members of the Board of Directors (Article VII) in an Action by Written Consent of Directors in Lieu of Special Meeting dated December 15, 1997.

2. The shareholders of the Corporation unanimously voted to adopt the Amended and Restated Articles of Incorporation to change the corporate name to be Team Synergy Development and Marketing Corporation (Article I) and to correct the spelling of the name and addresses of the initial members of the Board of Directors (Article VII), pursuant to an Action by Written Consent of Shareholders in Lieu of Special Meeting dated December 15, 1997, and the number of votes cast for the amendment and restatement by the shareholders was sufficient for approval. Therefore, Articles I through XI of the Corporation's Articles of Incorporation shall be amended and restated in the following manner:

**ARTICLE I**

**Name and Duration**

The name of the Corporation shall be TEAM SYNERGY DEVELOPMENT AND MARKETING CORPORATION. The duration of the Corporation is perpetual. The effective date upon which this Corporation came into existence was September 22, 1997.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is c/o K.S. Trade Associates, Inc., 3956 Town Center Boulevard, #151, Orlando, Florida 32837.

ARTICLE III

Initial Registered Agent and Office

The initial registered agent of the Corporation designated in the Articles of Incorporation was A.G.C. Co., located at the following registered office: 200 South Orange Avenue, SunTrust Center, Suite 2300, Orlando, Orange County, Florida 32802.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the initial incorporator of this Corporation named in the Articles of Incorporation are as follows:

| <u>Name</u> | <u>Address</u>  |
|-------------|---|
| A.G.C. Co.  | 200 South Orange Avenue<br>SunTrust Center, Suite 2300<br>Post Office Box 112<br>Orlando, Florida 32802 |

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as initial directors of the Corporation until the first annual meeting of the shareholders are as follows:

| <u>Name</u>      | <u>Address</u>  |
|------------------|---|
| Kyril Sresnewsky | 3956 Town Center Boulevard<br>#151<br>Orlando, Florida 32837  |
| Edward R. Gonye  | 6727 Mission Club Boulevard<br>#308<br>Orlando, Florida 32821 |

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance

with such agreement, whether by operation of law or otherwise, are null and void ab initio.

DATED this 17<sup>th</sup> day of December, 1997.

IMAGINEER DEVELOPMENT CORP.,  
a Florida corporation

By: [Signature]  
Kyril Sresnewsky  
As its: President

STATE OF FLORIDA )  
                          ) SS.  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 1997, by KYRIL SRESNEWSKY, as President of IMAGINEER DEVELOPMENT CORP., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL D.L. # 5625-500-49-387-0 as identification.

[Signature]  
(Notary Signature)

(NOTARY SEAL)

[Signature]  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_

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12\15\97.kld



Karen L. DiDea  
MY COMMISSION # CC677030 EXPIRES  
September 16, 2000  
BONDED THRU TROY FAIR INSURANCE, INC