

CASS & GRAHAM

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

324 HYDE PARK AVENUE
SUITE 375
TALLAHASSEE, FLORIDA 32306

(904) 53-2992
FAX (904) 253-2264

F960000000416

January 19, 1996

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

RE: Team Valor, Ltd.
Team Valor, Inc.

Enclosed for filing are the following:

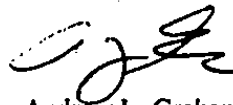
600001693036
-01/19/96--01048--010
*****70.00 *****70.00

1. Copy of letter from you as to Team Valor, Ltd.
2. Application by Foreign Corporation for Authorization to Transact Business in Florida.
3. Certificate of Status from the State of California.

Also enclosed is a check in the amount of \$70.00 made payable to the Department of State - Division of Corporations.

Feel free to telephone me should you have any questions.

Sincerely,



Andrew L. Graham, Esquire

ALG:mr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 19 PM 4:25

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. TEAM VALOR, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. California
(State or country under the law of which it is incorporated)
3. 95-4363198
(FEI number, if applicable)
4. 3/19/92
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 11/28/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 975 East Green Street, Suite 201
Pasadena, CA 91106
(Current mailing address)
8. Any lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Nancy J. Cass, Attorney at Law
Office Address: 324 Hyde Park Avenue, Suite 375
Tampa, Florida, 33606
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 19 AM 4:25

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Nancy J. Cass
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Barry Irwin
Address: 975 East Green Street, Suite 201
Pasadena, CA 91106
Vice Chairman: Jeffrey S. Siegel
Address: 975 East Green Street, Suite 201
Pasadena, CA 91106
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS

President: Barry Irwin
Address: 975 East Green Street, Suite 201
Pasadena, CA 91106
Vice President: Jeffrey S. Siegel
Address: 975 East Green Street, Suite 201
Pasadena, CA 91106
Secretary: _____
Address: _____
Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

✓ 13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BARRY IRWIN PRESIDENT
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 19th day of March, 1996
TEAM VALOR, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

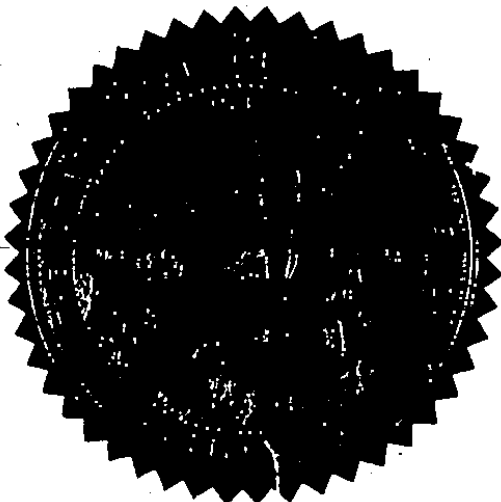
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
29th day of November, 1995



Bill Jones
BILL JONES
Secretary of State