

J 61653

KRUSE, LANDA & MAYCOCK, L.L.C.

EIGHTH FLOOR, BANK ONE TOWER
50 WEST BROADWAY (300 SOUTH)
SALT LAKE CITY, UTAH 84101-2034
E-mail: klmlaw.com

ATTORNEYS AT LAW

MAILING ADDRESS
Post Office Box 45561
Salt Lake City, Utah 84145-0561

TELEPHONE: (801) 531-7090
TELECOPY: (801) 531-7091
(801) 531-9892
(801) 531-9894

WRITER'S E-MAIL ADDRESS
stthomas@klmlaw.com

WRITER'S VOICE MAIL
Extension 230

February 2, 1998

Florida Division of Corporations
Certifications Division
409 East Gaines Street
Tallahassee, Florida 32301

Via Federal Express

400002419934--7
-02/27/98--01006--017
*****70.00 *****35.00

Re: Team America Capital, Inc. n/k/a Mystic Global Capital, Inc.
Number J61653

To Whom It May Concern:

CERT. 35
CORAPRNC

400002419934--
-02/03/98--01063--001
****122.50 ****122.50

Enclosed for filing are 3 copies (one of which is manually executed) of Restated Articles of Incorporation (the "Restated Articles") for Team America Capital, Inc. Within the Restated Articles, Team America Capital, Inc. will change its name to Mystic Global Capital, Inc. Please file the Articles on an EXPEDITED basis

Upon completion of the filing of the Restated Articles I would like to request a **certified copy** of the Restated Articles and **four (4) certificates of Good Standing** for Mystic Global Capital, Inc.

Enclosed is a check in the amount of \$122.50, for payment of the following fees: \$35 Restated Articles; \$52.50 certified copy of Restated Articles; and \$35 for four Good Standing certificates (\$8.75/certificate).

The certificates may be returned in the enclosed Federal Express envelope provided. Please telephone if you have any questions or comments regarding the enclosed filing or subsequent requests.

Sincerely,

KRUSE, LANDA & MAYCOCK,

Suzanne Thomas
Suzanne Thomas
Legal Assistant

g-cus
1-cc

FILED
98 FEB 26 PM 12: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure

cc: Mystic Global Capital, Inc.

Restated Articles
w/ NAME Change
02/26/98
DC

KRUSE, LANDA & MAYCOCK, L.L.C.

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WRITER'S E-MAIL ADDRESS
stthomas@klmlaw.com

WRITER'S VOICE MAIL
Extension 230

February 25, 1998

Via Federal Express

Karon Beyer
Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Team America Capital, Inc. n/k/a Mystic Global Capital, Inc.
Number J61653

Dear Ms. Beyer:

On February 4, 1998, Team America Capital, Inc. (hereinafter the "Corporation"), attempted to file Restated Articles of Incorporation of Team America Capital, Inc. (the "Restated Articles"). Due to an erroneous filing, made by a person unaffiliated with the Corporation, the Corporation was dissolved on February 2, 1998. Subsequently, the filing of the Restated Articles was rejected due to the dissolution.

Accordingly, pursuant to our telephone conversations, I have prepared a Revocation of Dissolution for the Corporation. The manually executed Revocation of Dissolution will be sent to your attention under a separate cover from Mr. Mervin Michael Bodnarchuk, the sole shareholder and sole director of the Corporation. A *copy* of the Revocation of Dissolution is enclosed for informational purposes only. Additionally, enclosed are 3 copies (one of which is manually executed) of Restated Articles of Incorporation of Team America Capital, Inc. Within the Restated Articles, Team America Capital, Inc. will change its name to Mystic Global Capital, Inc. It is my understanding that you will first file the Revocation of Dissolution followed by the Restated Articles.

Upon completion of the filing of the Restated Articles I would like to request one **certified copy of the Restated Articles** and **eight (8) certificates of Good Standing** for Mystic Global Capital, Inc.

Previously, we paid fees in the amount of \$122.50 for payment of the following fees: \$35 Restated Articles; \$52.50 certified copy of Restated Articles; and \$35 for four Good Standing certificates (\$8.75 per certificate). The state of Florida retained the foregoing fees and the cover letter regarding said fees is enclosed. Additionally, fees in the amount of \$70 are also enclosed. The additional fees will cover the filing fee for the Revocation of Dissolution in the amount of \$35 and the additional four good standings for \$35.

The filing evidence, certified copies and good standing certificates may be returned in the enclosed Federal Express envelope provided. Please telephone if you have any questions or comments

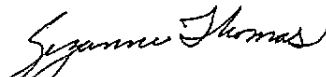
KRUSE, LANDA & MAYCOCK, L.L.C.

Karon Beyer
Florida Division of Corporations
February 25, 1998
Page 2

regarding the enclosed filings or subsequent document requests. Thank you for all of your assistance in this matter. It is very much appreciated.

Sincerely,

KRUSE, LANDA & MAYCOCK, L.L.C.


Suzanne Thomas
Legal Assistant

Enclosures

cc: Mystic Global Capital, Inc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 4, 1998

KRUSE, LANDA & MAYCOCK, L.L.C.
SUZANNE THOMAS
50 WEST BROADWAY
SALT LAKE CITY, UT 84101-2034

SUBJECT: TEAM AMERICA CAPITAL, INC.
Ref. Number: J61653

We have received your document for TEAM AMERICA CAPITAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

This corporation was dissolved as of 2-2-98 by a dissolution filing sent in to this office on that date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 598A00006449

**RESTATED
ARTICLES OF INCORPORATION
OF
TEAM AMERICA CAPITAL, INC.**

FILED
98 FEB 26 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of section 607.1007, Florida Statutes, desiring to restate and amend the Articles of Incorporation of Team America Capital, Inc. (hereinafter the "Corporation"), do hereby sign, verify, and deliver to the Secretary of State of the state of Florida, Restated Articles of Incorporation for the Corporation. The Articles of Incorporation of the Corporation were originally filed and approved by the Florida Secretary of State on March 10, 1987 and shall be restated and amended as follows:

The text of the Restated Articles of Incorporation of the Corporation are as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be: Mystic Global Capital, Inc.

**ARTICLE II
PURPOSE**

The Corporation is organized to engage in any lawful purpose or purposes for which a corporation may be organized under the Florida Business Corporation Act, as amended.

**ARTICLE III
AUTHORIZED SHARES**

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00. The common stock, in the absence of a designation of a separate series by the board of directors as hereinafter provided, shall have unlimited voting rights and is entitled to receive the net assets of the Corporation upon dissolution. The board of directors of this Corporation is hereby expressly granted authority, without shareholder action, and within the limits set forth in the Florida Business Corporation Act, to:

- (a) designate in whole or in part, the preferences, limitations, and relative rights, of any class of shares before the issuance of any shares of that class;
- (b) create one or more series within a class of shares, fix the number of shares of each such series, and designate, in whole or part, the preferences, limitations, and relative rights of the series, all before the issuance of any shares of that series;
- (c) alter or revoke the preferences, limitations, and relative rights granted to or imposed upon any wholly unissued class of shares or any wholly unissued series of any class of shares; or
- (d) increase or decrease the number of shares constituting any series, the number of shares of which was originally fixed by the board of directors, either before or after the issuance of shares of the series; provided that, the number may not be decreased below the number of shares of the

series then outstanding, or increased above the total number of authorized shares of the applicable class of shares available for designation as a part of the series.

The allocation between the classes, or among the series of each class, of unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution, shall be as designated by the board of directors. Shares of any class of stock may be issued, without shareholder action, from time to time in one or more series as may from time to time be determined by the board of directors.

ARTICLE IV CONTROL SHARE ACQUISITION

The provisions of section 607.0902 *et. seq.*, of the Florida Business Corporation Act, control share acquisition shall not be applicable to the securities of the Corporation. This election is made in accordance with the provisions of section 607.0902 *et. seq.*, of the Florida Business Corporation Act

ARTICLE V LIMITATION ON LIABILITY

To the fullest extent permitted by the Florida Business Corporation Act or any other applicable law as now in effect or as it may hereafter be amended, a director or officer of the Corporation shall have no personal liability to the Corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except for damages resulting from acts or omissions which involve intentional misconduct, fraud, or a knowing violation of law. The Corporation may indemnify officers, employees, fiduciaries, and agents to the extent provided for in the bylaws or authorized by the board of directors.

ARTICLE VI INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS

To the fullest extent permitted by the Florida Business Corporation Act or any other applicable law as now in effect or as it may hereafter be amended, the Corporation shall indemnify directors and may indemnify officers, employees, or agents of the Corporation to the extent authorized by the Board of Directors and in the manner set forth in the bylaws of the Corporation. Notwithstanding anything to the contrary contained in these articles, no amendment or repeal of the provisions of this Article or related provisions in the bylaws of the Corporation shall be adopted unless it is approved by the vote of two-thirds of the Common Stock or other securities of the Corporation entitled to vote generally for the election of directors.

ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's registered office and the name of the registered agent at that address in the state of Florida is:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

Either the registered office or the registered agent may be changed in the manner provided for by law.

**ARTICLE VIII
AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal all or any portion of the provisions contained in these articles of incorporation from time to time in accordance with the laws of the state of Florida, and all rights conferred on stockholders herein are granted subject to this reservation.

**ARTICLE IX
ADOPTION OR AMENDMENT OF BYLAWS**

The bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, but the stockholders of the Corporation may also alter, amend, or repeal the bylaws or adopt new bylaws. The bylaws may contain any provisions for the regulation or management of the affairs of the Corporation not inconsistent with the laws of the state of Florida now or hereafter existing.

**ARTICLE X
CURRENT DIRECTORS**

The name and address of each person who currently serves as a director of the Corporation, to each serve until the expiration of his or her respective term and until his or her successor is elected and shall qualify, is as follows:

Mervin Michael Bodnarchuk
333 City Blvd. West, Suite 1520
Orange, California 92868

The foregoing Restated Articles of Incorporation were adopted by the sole shareholder and sole director of the Corporation on the 29th day of January 1998.

The undersigned, acting in the capacity as the President and Director, has executed the foregoing Restated Articles of Incorporation, and affirms and acknowledges, under penalty of perjury, that the facts contained herein are true.

Signed this 29th day of January 1998.

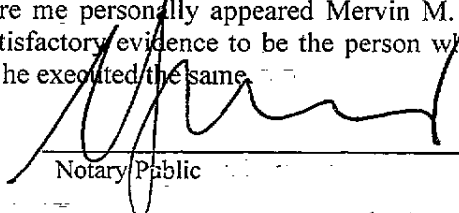


Mervin M. Bodnarchuk, President and Director

Province of BRITISH COLUMBIA S.S.
State of BRITISH COLUMBIA
County of VANCOUVER

On this 29th day of January, 1998, before me personally appeared Mervin M. Bodnarchuk whose identity was proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to this instrument, and acknowledged that he executed the same.

L.S.



Notary Public

My commission expires PERPETUAL
CHARLES L. ANDERSON
Barrister & Solicitor
835 GRANVILLE STREET
VANCOUVER, B.C. CANADA
V6Z 1K7 (604) 688-7761

SENT BY:

1-14-98 ;11:21AM ; Kruse,Landa&Maycock- C T SYSTEM/DENVER;# 2/ 2

The undersigned hereby accepts and acknowledges appointment as registered agent of Mystic Global Capital, Inc.

CT CORPORATION SYSTEM

Marcia J. Sunahara
MARCIA J. SUNAHARA, Registered Agent

Shareholder Consent
January 27, 1998

**ACTION OF THE SOLE SHAREHOLDER AND SOLE DIRECTOR
OF
TEAM AMERICA CAPITAL, INC.**

The undersigned, being the sole shareholder and sole director of Team America Capital, Inc. (the "Corporation"), acting without a meeting pursuant to Section 60-7.134, Florida Statutes, and Section 607.394, Florida Statutes, hereby adopts the following resolutions:

RESOLVED, that the name of the Corporation be changed to Mystic Global Capital, Inc.

FURTHER RESOLVED, that the Corporation shall amend and restate its articles of incorporation evidencing, among other things, the change of the corporate name.

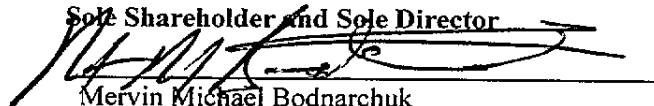
FURTHER RESOLVED, that the president be hereby authorized and directed to execute said restated articles of incorporation as authorized hereby and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida.

FURTHER RESOLVED, that the President be hereby authorized and directed to execute any further documents, pay the necessary fees and costs, and do any all things that may be necessary to effectuate the foregoing resolutions.

FURTHER RESOLVED, that the officers of the Corporation are further authorized, empowered, and instructed to execute and deliver and, where appropriate, file for recordation, any additional documents or instruments and to take all such further action as may be necessary or desirable to consummate the transactions contemplated and to effectuate the objectives described in the foregoing resolutions.

DATED as of the date first above written.

Sole Shareholder and Sole Director


Mervin Michael Bodnarchuk