

DAVID S. PIERCEFIELD, P.A.
COUNSELLOR AT LAW
230 LOOKOUT PLACE, SUITE 200
MAITLAND, FLORIDA 32751

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January 19, 2000

Via Federal Express-Standard Air

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399


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*****78.75 *****78.75

Re: Team Orlando, Inc.

Dear Sir/Madam:

Enclosed for filing are two original sets of Articles of Incorporation for the above-named non-profit corporation, along with our check in the amount of \$78.75 to cover the cost of filing. Please return a certified copy of the Articles to the undersigned. If you have any questions, please contact me immediately.

Yours very truly,


David S. Piercefield

DSP/ab
Enclosures

FILED
00 JAN -5 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-00

ARTICLES OF INCORPORATION

OF

TEAM ORLANDO, INC.

FILED
00 JAN -5 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name, Principal Place of Business, Duration and Effective Date

The name of the Corporation is TEAM ORLANDO, INC. The mailing address of the Corporation is 230 Lookout Place, Suite 200, Maitland, FL 32751. The duration of the Corporation is perpetual. The effective date of incorporation shall be as of filing with the Secretary of State.

Article II

Registered Office and Agent

The address of the registered office in the State of Florida is 230 Lookout Place, Suite 200, Maitland, FL 32751. The name of the registered agent at such address is David S. Piercefield.

Article III

Corporate Purpose, Powers and Rights

The purpose of this Corporation shall be to provide training and education for its members as well as to facilitate the sharing of leads and information among its members and, in furtherance of its purposes:

1. To operate exclusively for charitable, religious, scientific, literary, education and eleemosynary purposes, and in furtherance of such goals, it is authorized to accept, hold, administer, invest and disburse for charitable, religious, scientific, literary, educational and eleemosynary purposes, such funds and other property, real personal or mixed, as may from time to time be given, bequeathed, devised, sold or leased to it, absolutely or in trust, by any other individual, individuals, firm or corporation for such objects and purposes, or any of them, and for no other purposes; to receive gifts and give and make financial and other types of contributions and assistance to charitable, religious, scientific, literary, educational and eleemosynary

organizations; to receive any property, real, personal or mixed, in trust, under the terms of any wills, deeds of trust, or other trust instruments, for the foregoing purposes, and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditures of the principal as well as the income for one or more such purposes authorized or directed in the trust instrument under which it is received; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation(s), domestic or foreign, but only for the foregoing purposes; and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set forth.

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 not for profit corporation under Chapter 617, Florida Statutes, appropriate for the achievement of the foregoing goals and purposes; provided, however, that the Corporation shall not engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) and 170(b)(1)(A)(vi) of the Internal Revenue Code of 1986, as amended, or any equivalent section of the Internal Revenue Code in effect at any time (the "Code"); but if at any time the Corporation be deemed to be a private foundation as defined in Section 509 of the Code, then so long as the Corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as to not subject the Corporation to tax under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943^c of the Code, make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945(d) of the Code.

3. To have and exercise any and all powers, rights and privileges which a Corporation organized under the not for profit corporation law of the State of Florida by law may now or hereafter have or exercise.

Article IV

Membership

Membership of the Corporation shall be open to any persons desiring to promote the goals of the Corporation. Members shall be admitted to the Corporation upon application to the Board of Trustees in the manner described in the By-laws. All individuals named as officers or directors of the corporation shall be entitled to become members in the manner as provided in the By-laws.

Article V

Incorporator

1. The name and mailing address of the Incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
David S. Piercefield	230 Lookout Place Suite 200 Maitland, FL 32751

Article VI

Officers

1. The affairs of the Corporation shall be managed by the President, Vice President, Secretary and Treasurer.

2. Officers shall be elected by the Board of Trustees at an annual meeting and shall take office at the beginning of the fiscal year immediately following their election and serve until their successors are duly elected and installed.

3. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Trustees are:

President	-	Stephen Schoene
Vice President	-	Richard Zwick
Secretary	-	Susan Carver
Treasurer	-	Susan Carver

Article VII

Board of Trustees

1. The Board of Trustees shall be the Executive Board of this Corporation and shall have general supervision, management and control of the business, affairs and activities of this Corporation, subject, however, to other articles of the Articles of Incorporation and the By-laws. The initial Board of Trustees shall consist of five (5) members who shall serve until the first election thereof. The Board of Trustees may be increased or decreased from the initial five (5) members from time to time and

any vacancies may be filled by a majority vote of those members of the Board of Trustees present at any regular meeting or at any special meeting duly called for that purpose provided a quorum of the Board is present. The Board of Trustees, however, shall never consist of less than three members.

2. The names and addresses of the members of the initial Board of Trustees shall be as follows:

Susan Carver
3011 Huntington Street
Orlando, FL 32803

Richard Zwick
1071 Shaffer Trail
Oviedo, FL 32765

Sherry Zwick
1071 Shaffer Trail
Oviedo, FL 32765

Stephen Schoene
1632 Golfside Drive
Winter Park, FL 32792

Patricia Schoene
1632 Golfside Drive
Winter Park, FL 32792

Article VIII

Use of Assets

1. The assets and income derived from the assets of this Corporation shall be used solely for the purposes set forth in Article III of these Articles of Incorporation. Any disbursements shall be at the approval and direction of the Board of Trustees and the members in accordance with the By-laws. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of

statements) any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law); or, (b) by a Corporation described under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from Federal income taxation under the provisions of Section 501(c)(3) of the Code. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

Article IX

By-laws

The By-laws of this Corporation shall be made, altered or rescinded by a two-thirds (2/3) vote of the members of this Corporation present at any meeting of the members provided a quorum is present and further provided written notice of the proposed By-laws or amendments thereto shall be given to the members at least one week prior to the date of such meeting.

Article X

Amendment

The Articles of Incorporation may be amended at any time by a resolution adopted by a vote of two-thirds (2/3) of the members present at any annual or special meeting provided a quorum is present and further provided written notice of the proposed amendment has been given to the members in accordance with the provisions of the By-laws.

Article XI

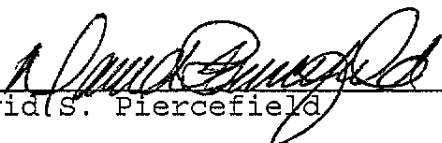
Dissolution

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such

manner; or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, literary, education or eleemosynary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or the Federal, state or local government, as the members shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

The undersigned, for the purpose of forming a not for profit corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and has accordingly hereunto set his hand and seal.


Executed this 4th of January, 2000.


David S. Piercefield

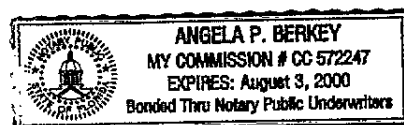
STATE OF FLORIDA
COUNTY OF ORANGE

Be it remembered, that on this 4th day of January, 2000, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, David S. Piercefield, a party to the foregoing Articles of Incorporation, known to me personally to be such, and I having first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.


NOTARY PUBLIC

My Commission Expires:



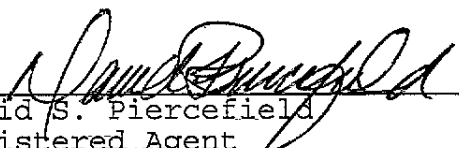
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 617.023, Florida Statutes, the following is submitted:

TEAM ORLANDO, INC., has named David S. Piercefield, located at 230 Lookout Place, Suite 200, Maitland, Florida 32751, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for TEAM ORLANDO, INC., at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations the office of Registered Agent.

Dated this 4th day of January, 2000.



David S. Piercefield
Registered Agent

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TALLAHASSEE, FLORIDA