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To:

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 Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
 Account Number : 071001002335
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SECRETARY OF STATE
 KATHERINE HARRIS
 TALLAHASSEE, FLORIDA

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Non-Profit
FLORIDA PROFIT CORPORATION OR P.A.

TEAM WILLIAMS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 2, 1999

FAS-T CORP.

SUBJECT: TEAM WILLIAMS, INC.
REF: W99000027312

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Angela Howell
Document Specialist

FAX Aud. #: B99000030336
Letter Number: 799A00056658

TEAM WILLIAMS, INC.

(NAME OF CORPORATION IN FULL)

WE, THE UNDERSIGNED, TEAM WILLIAMS, INC DO JOINTLY AND SEVERALLY AGREE WITH EACH OTHER TO ASSOCIATE OURSELVES AND OUR SUCCESSORS TOGETHER AS A CORPORATION NOT FOR PROFIT UNDER CHAPTER 617.0202 OF THE LAWS OF THE STATE OF FLORIDA, AND DO HEREBY SUBSCRIBE AND ACKNOWLEDGE THE FOLLOWING ARTICLES TO WIT:

ARTICLE I

THE NAME OF THE CORPORATION IS:

TEAM WILLIAMS, INC.
THE PRINCIPAL PLACE OF ADDRESS SHALL BE: 7311 NW 35TH STREET LAUDERHILL,
ARTICLE II FL. 33319

THE PURPOSE FOR WHICH THE ORGANIZATION IS BEING ORGANIZED IS:

- A. TO PROMOTE RECREATION, GOODWILL AND AID IN IMPROVING THE PHYSICAL, MORAL AND ENVIRONMENTAL CHARACTER OF THE COMMUNITY.
- B. TO CONDUCT AND OR SUPPORT PROJECTS TO AID IN IMPROVING LEISURE SERVICES SUCH AS: WORKING TO OBTAIN ADEQUATE FACILITIES, EQUIPMENT, PERSONNEL, CIVIC AND CULTURAL RELATIONS.
- C. TO SERVE AS A CATALYST IN PROMOTING PROGRAMS DESIGNED TO TEACH MOTIVATION AND SPIRITED COMPETITION, SPORTSMANSHIP SKILLS, ETC.
- D. TO MAKE THE LOCAL GOVERNMENT MORE AWARE OF THE COMMUNITY NEEDS AS THEY RELATE TO LEISURE SERVICES.
- E. TO DO ANY AND ALL THINGS ALLOWED OR PERMITTED TO BE PERFORMED BY A CONCERNED ORGANIZATION.
- F. TO ENSURE QUALITY PROGRAMS UNDER THE LEADERSHIP OF THE BOARD OF DIRECTORS AND ADVISORS.

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TALLAHASSEE, FLORIDA

ARTICLE III MEMBERSHIP


- A. QUALIFICATION: ANY REPUTABLE PERSON, WHO IS WILTING TO ADHERE TO THE ARTICLES OF INCORPORATION AND BY-LAWS AND TAKE AN INTEREST IN HELPING TO RESOLVE THE PROBLEMS OF THE COMMUNITY.
- B. ADMISSION TO MEMBERSHIP: ANY PERSON, RESIDENT, OR ORGANIZATION IN THE COMMUNITY WHO COMPLIES WITH THE REQUIREMENTS SHALL BE ADMITTED TO MEMBERSHIP IN THE ORGANIZATION. WHEN NECESSARY, CONTRIBUTIONS AND/OR IN-KIND ASSISTANCE MAY BE REQUESTED IN ORDER TO FOSTER SOME OF THE PROJECTS.
- C. ALL BUSINESS MEETINGS WHICH WILL BE CONDUCTED MONTHLY SHALL BE GOVERNED BY THE RULES CONTAINED IN ROBERT'S RULE OF ORDER.

THE MANNER OF ELECTION IS GOING TO BE STATED IN THE BY-LAWS OF THE CORPORATION.

ARTICLE IV

THE NAME AND SIGNATURE OF THE SUBSCRIBERS SHALL BE AS
FOLLOWS:

I HEREBY ACCEPT DESIGNATION AS REGISTERED AGENT




STEVE WILLIAMS

PRESIDENT / DIRECTOR / REGISTERED
AGENT



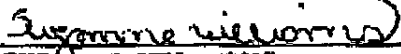
MINISTER TERRY BALL

VICE PRESIDENT / DIRECTOR



JOAN WILLIAMS

SECRETARY / DIRECTOR



SUZANNE WILLIAMS

TRESURER / DIRECTOR



RON SCHULZ

CONSULTANT / DIRECTOR

ARTICLE V OFFICERS & DIRECTORS

THE NAMES AND ADDRESSES OF THE OFFICERS & DIRECTORS WHO ARE TO SERVE UNTIL THE FIRST REGULAR ELECTION ARE AS FOLLOWS:

STEVE WILLIAMS

7311 NW 35TH STREET

LAUDERHILL, FL. 33319

PRESIDENT/DIRECTOR

MINISTER TERRY BALL

2330 NW 47TH AVENUE

LAUDERHILL, FL. 33313

V-PRESIDENT/DIRECTOR

JOAN WILLIAMS

223 DURHAM E

DEERFIELD, FL. 33442

SECRETARY/DIRECTOR

SUZANNE WILLIAMS

7311 NW 35TH STREET

LAUDERHILL, FL. 33020

TREASURER/DIRECTOR

RON SCHULZ

1800 N 27TH AVENUE

HOLLYWOOD, FL. 33020

CONSULTANT/DIRECTOR

ARTICLE VI AMENDMENTS OF BY-LAWS

THE BY-LAWS MAY BE MADE, ALTERED, AMENDED OR REPEALED, AND THE ARTICLES OF INCORPORATION BY-LAWS MAY BE ADOPTED BY A QUORUM OF THE MEMBERSHIP AT A REGULAR OR A DULY SUMMONED SPECIAL MEETING OF THE BOARD.

ARTICLES VII DISTRIBUTION UPON DISSOLUTION

NO PERSON, FIRM OR CORPORATION SHALL EVER RECEIVE ANY DIVIDENDS OR PROFITS FROM THE UNDERTAKING OF THIS CORPORATION AND UPON DISSOLUTION OF THIS CORPORATION ALL OF THE ASSETS REMAINING AFTER PAYMENT OF ALL COSTS AND EXPENSES OF SUCH DISSOLUTION SHALL BE DISTRIBUTED TO ORGANIZATIONS WHICH HAVE QUALIFIED FOR SUCH EXEMPTION UNDER THE APPLICABLE STATUTE (S) OF THE INTERNAL REVENUE CODE, OR TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, OR FOR A PUBLIC PURPOSE, AND NONE OF THE ASSETS WILL BE DISTRIBUTED TO ANY MEMBER, OFFICER OR TRUSTEE OF THE CORPORATION.

IN WITNESS WHEREOF, WE, THE UNDERSIGNED SUBSCRIBING INCORPORATION, HAVE HEREUNTO SET OUR HANDS AND SEALS, THIS 15TH DAY OF NOVEMBER, 1999, FOR THE PURPOSE OF FORMING THIS CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA

STEVE WILLIAMS
(PRESIDENT/DIRECTOR)

MINISTER TERRY BALL
(VICE PRESIDENT/DIRECTOR)

JOAN WILLIAMS
(SECRETARY/DIRECTOR)

SUZANNE WILLIAMS
(TREASURER/DIRECTOR)

RON SCHULZ
(CONSULTANT/DIRECTOR)

ACKNOWLEDGEMENT BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAME CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I THEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF THE SAID STATUTE AND LAWS RELATIVE TO KEEP OPEN SAID OFFICE.

STEVE WILLIAMS

(NAME)

7311 NW 35TH STREET

(ADDRESS)

LAUDERHILL, FL. 33319

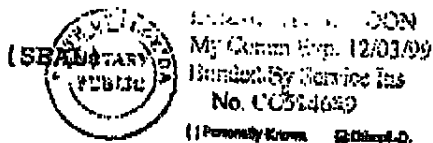
STATE OF FLORIDA)
COUNTY OF BROWARD) SS

BEFORE ME, THE UNDERSIGNED AUTHORITY, DULY AUTHORIZED TO TAKE OATHS AND RECEIVE ACKNOWLEDGMENTS, PERSONALLY APPEARED STEVE WILLIAMS, MINISTER TERRY BALL, JOAN WILLIAMS, SUZANNE WILLIAMS AND RON SCHULZ APPEARED BEFORE ME THE PERSON(S) DESCRIBED AS SUBSCRIBER(S) IN THE WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION.

WITNESS MY HAND AND SEAL THIS 29TH DAY OF NOVEMBER, 1999

Elizabeth P. [Signature]
(SIGNATURE OF NOTARY)

NOTARY PUBLIC, STATE OF FLORIDA



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