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June 8, 2000

FILED
JUN 12 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re : TEAM WORK USA, INC.

800003285558-19
-06/12/00--01123--018
*****78.75 *****78.75

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also, enclosed is our check in the amount of \$78.75, representing payment of the following:

Filing Fee
Certified Copy Fee
Registered Agent Designation
Total \$78.75

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your courtesies in this matter.

Very truly yours,



Will Anderson
Registered Agent

Mailing address of Corporation:

TEAM WORK USA, INC.
Will Anderson
701 Briny Avenue
Pompano Beach, Florida 33062
(954) 941-2734

F. CHAMBER

JUN 1 9 2000

ARTICLES OF INCORPORATION

of

TEAM WORK USA, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for the purpose of forming a corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and the immunities of a corporation for profit.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: **TEAM WORK USA, INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7500 shares of common stock (having a par value of \$1.00 per share) NOTE: Par value shares may be issued only for a consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and non-assessable.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved according to law and commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

NAME	POST OFFICE ADDRESS
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Will Anderson	701 Briny Avenue Pompano Beach, Florida 33062
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The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The names of the initial directors of this Corporation and their street addresses are:

NAME	POST OFFICE ADDRESS
Ivan Tinggaard	701 Briny Avenue, Pompano Beach, Florida 33062
Will Anderson	701 Briny Avenue, Pompano Beach, Florida 33062

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

NAME	POST OFFICE ADDRESS
Will Anderson	701 Briny Avenue, Pompano Beach, Florida 33062

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on June 8, 2000.

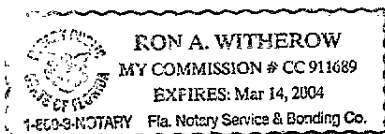
Will Anderson
Incorporator

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, a Notary Public, personally appeared Will Anderson to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on June 8, 2000.

My commission expires:

Ron A. Witherow
Notary Public
State of Florida at Large



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

of

TEAM WORK USA, INC.

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served In compliance with Section 48.091, Florida Statutes, the following is submitted:

That TEAM WORK USA, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 701 Briny Avenue, Pompano Beach, Florida, County of Broward, State of Florida, has named Will Anderson, located at 701 Briny Avenue, Pompano Beach, Florida, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Will Anderson 6/8/2000
Registered Agent
TEAM WORK USA, INC.
Will Anderson
701 Briny Avenue
Pompano Beach, Florida 33062

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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