

Division of Corporations

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Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : OSMOND C. HOWE, JR., PA
Account Number : I19990000175
Phone : (305) 377-1012
Fax Number : (305) 377-1422

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FLORIDA PROFIT CORPORATION OR P.A.**Team Elite International Security, Inc.**

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF
TEAM ELITE INTERNATIONAL SECURITY, INC.**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is Team Elite International Security, Inc.

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the State of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV
SHARES**

The capital stock of this corporation shall consist of 5,000 shares of common stock, \$.001 par value.

**ARTICLE V
PLACE OF BUSINESS**

The initial principal place of business and mailing address of this corporation in the State of Florida shall be 501 Brickell Key Drive, Suite 504, Miami, FL 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be one (1). The Board of Directors shall

Osmond C. Howe, Jr., P.A.
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
Telephone No. (305) 377-1012
Bar No. 0097220

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be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and address of the initial Board of Director are as follows:

Osmond C. Howe, Jr.
501 Brickell Key Drive, Suite 504
Miami, FL 33131

Initial Director

ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

ARTICLE VIII BYLAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE IX LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

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**ARTICLE XI
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are:

Karen L. Varela
501 Brickell Key Drive, Suite 504
Miami, FL 33131

**ARTICLE XII
REGISTERED AGENT**

The name and Florida street address of the initial registered agent of this corporation are:

Karen L. Varela
501 Brickell Key Drive, Suite 504
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set her hand and seal this 14th day of December, 2000.


Karen L. Varela, Esq.


STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 14th day of December, 2000, by Karen L. Varela, Esq. who is personally known to me.



Shawn M. Yesner
My Commission CC834553
Expires May 8, 2003


Shawn M. Yesner, Notary Public
State of Florida at Large

My Commission Expires:

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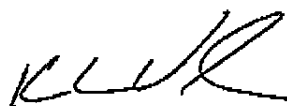
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

TEAM ELITE INTERNATIONAL SECURITY, INC. desiring to organize as a corporation under the laws of the State of Florida has designated 501 Brickell Key Drive, Suite 504, Miami, Florida 33131, as its initial Registered Office and has named Karen L. Varela, Esq. located at said address as its initial Registered Agent.

By: 
Karen L. Varela, Esq., Incorporator

Having been named as Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: 
Karen L. Varela, Esq., Registered Agent

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