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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

"A" TEAM FINANCIAL MANAGEMENT, INC.

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**ARTICLES OF INCORPORATION
OF
"A" TEAM FINANCIAL MANAGEMENT, INC.**

The undersigned, acting as incorporator of "A" TEAM FINANCIAL MANAGEMENT, INC., adopts the following Articles of Incorporation to form a for profit corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is: "A" TEAM FINANCIAL MANAGEMENT, INC.

**ARTICLE II
ADDRESS**

The street address and principal place of business of the corporation is in Orange County at the following address:

1277 North Semoran Boulevard
Suite #101
Orlando, Florida 32807

**ARTICLE III
COMMENCEMENT AND TERM OF EXISTENCE**

The existence of the corporation will commence at 12:01 on the date of filing these Articles of Incorporation and shall continue perpetually.

**ARTICLE IV
NATURE OF BUSINESS**

The purpose of the corporation is to engage in the following business activities:

1. Engage in the activities of a real estate investment and related real estate matters, together with other and ancillary businesses.
2. Any other lawful activity permitted under the laws of the state of Florida.

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ARTICLE V
CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1277 North Semoran Boulevard, Suite #101, Orlando, Florida 32807, and the name of the corporation's initial registered agent at that address is HENRY B. CARPENTER who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open to receive service of process and other applicable notices.

ARTICLE VII
BOARD OF DIRECTORS

The corporation shall initially have one (1) director whose term of office shall not be for more than one (1) year after the date of incorporation, unless re-elected. All directors shall be United States citizens and all shall be over the age of 18. The number of directors may be either increased or diminished from time to time, as provided in the by-laws, but shall never be less than that required by law. The name and address of the initial director is:

Alain Hakimian
1277 North Semoran Boulevard
Suite #101
Orlando, Florida 32807

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is:

Alain Hakimian
1277 North Semoran Boulevard
Suite #101
Orlando, Florida 32807

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights they may have as incorporators to

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acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

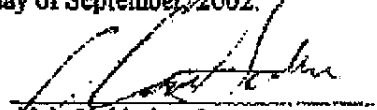
ARTICLE IX
BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any by-law adopted by the shareholders if the shareholders specifically provide that the by-law is not subject to amendment or repeal by the directors.

ARTICLE X
AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on any shareholders are subject to this reservation.

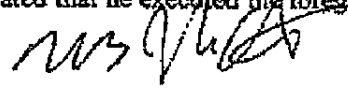
The undersigned incorporator, for the purposes hereinabove expressed, has executed these Articles of Incorporation this 16th day of September, 2002.


Alain Hakimian, Incorporator

STATE OF FLORIDA)

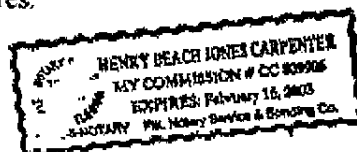
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 16th day of September, 2002, by Alain Hakimian, who is personally known to me or who has presented a driver license as identification, and who stated that he executed the foregoing instrument for the purposes herein expressed.



My Commission Expires:

NOTARY PUBLIC



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service or process and/or other notice on behalf of the corporation, "A" TEAM FINANCIAL MANAGEMENT, INC., at the place designated in these Articles of Incorporation, HENRY B. CARPENTER agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping of such office open.

Date: September 16, 2002



Henry B. Carpenter

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