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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WALZER & ASSOCIATES, INC.

A Professional Accounting Firm

8301 Forest City Road

Orlando, Florida 32810

(407) 299-0086 ♦ FAX (407) 298-3849

OCTOBER 22, 2003

SECRETARY OF STATE

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

RE: TEAM SYNERGY PARTNERS INC.

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,



STEVEN H. WALZER, B.A., M.B.A., E.A.

SHW/dlv
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TEAM SYNERGY PARTNERS INC.

ARTICLE I - NAME

The name of this Corporation is TEAM SYNERGY PARTNERS INC.; the address is 4101 EL REY ROAD, SUITE#6, ORLANDO, FLORIDA 32808.

ARTICLE II – DURATION

This Corporation shall commence its existence on the 22ND day of OCTOBER 2003 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4101 EL REY ROAD, SUITE#6, ORLANDO, FLORIDA 32808, and the name of the initial registered agent of this Corporation at that address is WILLIAM C. HAYWARD.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1).

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

GEORGE B. TARBUTTON
PRESIDENT, VICE-PRESIDENT
6195 OATMAN DRIVE
KALAMAZOO, MI 49004

WILLIAM C. HAYWARD
SECRETARY, TREASURER
4101 EL REY ROAD, SUITE#6
ORLANDO, FLORIDA 32808

The name and address of the persons signing these Articles are:

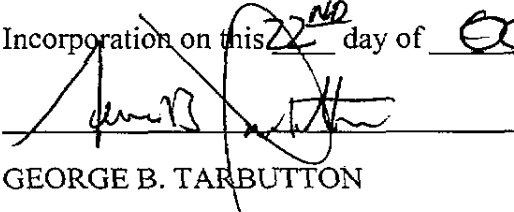
GEORGE B. TARBUTTON
PRESIDENT, VICE-PRESIDENT
6195 OATMAN DRIVE
KALAMAZOO, MI 49004

WILLIAM C. HAYWARD
SECRETARY, TREASURER
4101 EL REY ROAD, SUITE#6
ORLANDO, FLORIDA 32808

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 22ND day of OCTOBER, 2003.


GEORGE B. TARBUTTON

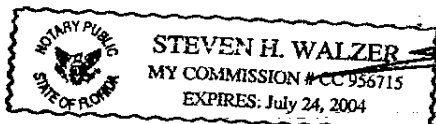

WILLIAM C. HAYWARD

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 22ND day of OCTOBER, 2003, personally appeared before me, the undersigned officers duly authorized to administer oaths and take acknowledgments, GEORGE B. TARBUTTON & WILLIAM C. HAYWARD, well known and known to be the persons who executed the foregoing Articles of Incorporation, TEAM SYNERGY PARTNERS INC., and they Acknowledged that they signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orlando, in said County and State, this 22ND day of OCTOBER, 2003.




NOTARY PUBLIC-STATE OF FLORIDA

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

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is submitted:

First that TEAM SYNERGY PARTNERS INC., desiring to organize or qualify under the laws of the State of Florida, its principal place of business in the City of ORLANDO, Florida has named WILLIAM C. HAYWARD, as its agent to accept service process within Florida.



GEORGE B. TARBUTTON

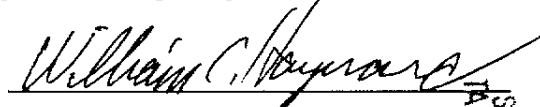


WILLIAM C. HAYWARD

Date: 10/22/03

ACCEPTANCE

Having been named to accept service of process for the above – named Corporation 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.

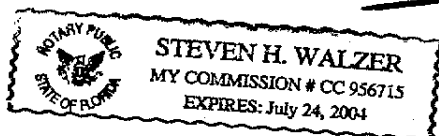


WILLIAM C. HAYWARD

DATE: 10/22/03
STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 22ND day of OCTOBER 2003, in said County and State.

FILED
03 OCT 24 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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