

P05000101109

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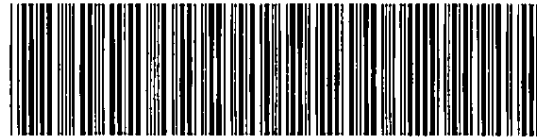
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SECURITY, FLORIDA
TALLAHASSEE, FL

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Amended
Restated

DEC 05 2018
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Team International Group of America, Inc.
DOCUMENT NUMBER: P05000101109

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jonathan Edderai, Esq.
Name of Contact Person
Wolffers Cohen & Edderai LLP
Firm/ Company
18851 NE 29th Ave., Suite 750
Address
Aventura FL 33180
City/ State and Zip Code
Jonathan@wolfferscohen.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jonathan Edderai at 305 - 785 - 5657
Name of Contact Person Area Code & Daytime Telephone Number
786, 505 - 0431

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
2018 NOV 28 PM 1:45
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR THE
SOUTHERN DISTRICT OF FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TEAM INTERNATIONAL GROUP OF AMERICA, INC.

Article I – Name

The name of the Corporation is Team International Group of America, Inc. It is organized under the Florida Business Corporation Act.

Article II – Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

Article IV -Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article V – Address

The street address of the principal office of this Corporation in the State of Florida is 1400 NW 159th Street, Suite 102, Miami Gardens, FL 33169. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VI - Directors

This Corporation has 4 Director(s) currently. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Article VII - Current Directors

The name and street addresses of the current Directors of this Corporation are:

David Murad	Daniel Murad	Uri Murad	Doron Topaz
1400 NW 159th St.	1400 NW 159th St.	1400 NW 159th St.	1400 NW 159th St.
Suite 102	Suite 102	Suite 102	Suite 102
Miami Gardens, FL	Miami Gardens, FL	Miami Gardens, FL	Miami Gardens, FL

Article VIII - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.
3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors.
4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.
5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.
6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.
7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.
8. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it

shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such right of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

Article IX - Grant of Preemptive Rights

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation.

Article X - Registered Office

The Registered Agent and registered office of the Corporation shall be:

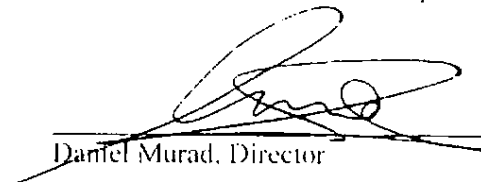
Jonathan Edderai
Wolffers Cohen & Edderai LLP
18851 NE 29th Ave., Suite 750
Aventura FL 33180

Article XI - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors without shareholder action and shareholder action was not required.

In witness whereof, the undersigned has executed these amended Articles of Incorporation this 27th day of November, 2018.


Daniel Murad, Director