

POS 000101109

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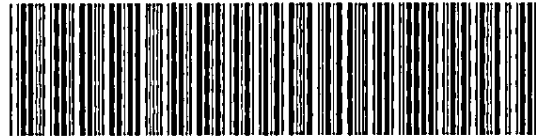
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FL

2021 AUG 31 AM 8:20

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

2021 AUG 31 PM 12:39

August 19, 2021

JONATHAN EDDEXAI
1132 KANE CONCOURSE
SUITE 205
BAY HARBOR ISLANDS, FL 33154

SUBJECT: TEAM INTERNATIONAL GROUP OF AMERICA, INC.
Ref. Number: P05000101109

We have received your document for TEAM INTERNATIONAL GROUP OF AMERICA, INC. and your check(s) totaling (\$35.00). However, the enclosed document has not been filed and is being returned for the following correction(s):

→ please include verified
copy →
check
enclosed!

Please make sure you have the correct document number provided. The one you provided was for an inactive filing. The print out provided is the current document number that the entity is active.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Catherine M Brumbley
Regulatory Specialist II

Letter Number: 821A00019876

COVER LETTER

TO: Amendment Section
Division of Corporations

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

DOCUMENT NUMBER: POS000101109

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

Please return all correspondence concerning this matter to the following:

Jonathan Eddick

Name of Contact Person

Wolters, Loven & Eddick LLP

Firm/ Company

1132 Lane Concourse, Suite 205

Address

Bay Harbor Islands, FL 33154

City/ State and Zip Code

bridgett@woltersloven.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bridgett Daver

Name of Contact Person

at (790) 417-1698

Area Code & Daytime Telephone Number

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

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

*already sent
\$35 check*

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

*new
find
check for
\$9.75
attached*

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Team International Group of America, Inc. (the "**Corporation**"). It is organized under the Florida Business Corporation Act.

ARTICLE II: NATURE OF THE 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 16175 NW 49th Avenue, Miami Gardens, FL, 33014. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida or any other place in this State.

ARTICLE VII: 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
16175 NW 49th Avenue
Miami, Gardens, FL

Daniel Murad
16175 NW 49th Avenue
Miami, Gardens, FL

Uri Murad
16175 NW 49th Avenue
Miami, Gardens, FL

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TALLAHASSEE, FLORIDA

ARTICLE X: 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 interest 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: 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
1132 Kane Concourse, Suite 205
Bay Harbor Islands, FL 33154

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TALLAHASSEE, FL

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ARTICLE XI: ARTICLE CONSOLIDATION

These restated articles of incorporate consolidate all amendments into a single document.

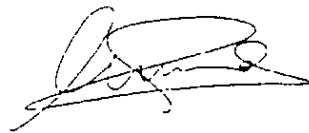
ARTICLE XII: AMENDMENT

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

In witness thereof, the undersigned has executed these amended Articles of Incorporation on this 14th day of June, 2021.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Daniel Murad, Director