

FROM

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(FNU) 07/28/07 14:01/ST. 14/02/NO. 4863353054 P 1

Florida Department of State  
Division of Corporations  
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**MY TEAM ZONE, INC.**

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*Robert*  
*8-23-07*  
*\*DeLaney*

FROM

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850  
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August 22, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MY TEAM ZONE, INC.  
14499 N. DALE MABRY HWY, STE 270  
TAMPA, FL 33618

SUBJECT: MY TEAM ZONE, INC.  
REF: P07000016608

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007, Florida Statutes. Enclosed is copy of chapter 607.

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) 245-6916.

Carol Mustain  
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**MY TEAM ZONE, INC.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), My Team Zone, Inc., a Florida corporation (the "Corporation"), hereby adopts these Amended and Restated Articles of Incorporation to the Articles of Incorporation of the Corporation:

**FIRST:** The name of the corporation is MY TEAM ZONE, INC.

**SECOND:** The Corporation's Articles of Incorporation are amended and restated in their entirety to read as follows:

**ARTICLE ONE**  
**NAME OF CORPORATION**

The name of this Corporation is: MY TEAM ZONE, INC.

**ARTICLE TWO**  
**PRINCIPAL OFFICE OF CORPORATION**

The principal office of the Corporation is located at 16110 North Florida Avenue, Lutz, FL 33549.

**ARTICLE THREE**  
**CAPITAL STOCK**

A. **Classes of Stock.** The total number of shares of capital stock authorized to be issued is 15,000,000 shares, of which 10,000,000 shares shall be Common Stock, par value \$0.001 per share (the "Common Stock"), and of which 5,000,000 shares shall be Preferred Stock, par value \$0.001 per share (the "Preferred Stock"). The rights, preferences, privileges and restrictions applicable to the capital stock of the Corporation are set forth below in this Article Three.

B. **Designations.** The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of each series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption, shall be as set forth in resolutions adopted by the Board of Directors, and articles of amendment shall be filed with the Florida Secretary of State as required by law to be filed with respect to issuance of such Preferred Stock, prior to the issuance of any shares of such series.

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Subject to the limitations and provisions set forth in these Amended and Restated Articles of Incorporation, the Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and, if and to the extent from time to time required by law, by filing articles of amendment which are effective without shareholder action: (i) to increase or decrease the number of shares included in each series of Preferred Stock, or (ii) to establish in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. Notwithstanding the foregoing, the Board of Directors shall not be authorized to change the right of holders of the Common Stock of the Corporation to vote one vote per share on all matters submitted for shareholder action. Without limiting the generality of the foregoing, the authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, establishment of the following:

(i) the number of shares constituting that series and the distinctive designation of that series;

(ii) the annual dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

(iii) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(iv) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

(v) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(vi) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

(vii) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(viii) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

In accordance with Section 607.0602, Florida Statutes, the Board of Directors shall determine all of the preferences, limitations, and relative rights for each series of Preferred Stock before the issuance of any shares of that series. The shares of Preferred Stock of any one series

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shall be identical with each other in such series in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

Subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article III, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

(x) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;

(y) the holders of Common Stock shall have the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one vote; and

(z) upon the voluntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed pro-rata to the holders of the Common Stock in accordance with their respective rights and interest.

C. **Reservation of Shares for Option Pool.** The Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares under an Equity Compensation Plan (as defined below) effective without shareholder action. The Company hereby reserves for issuance under the Equity Compensation Plan shares of its Common Stock (and/or options, warrants, or other Common Stock purchase rights and the Common Stock issued pursuant to such options, warrants or other rights) equaling up to 20% of the Company fully diluted capital shares outstanding to be authorized and reserved for issuance to employees, consultants or directors in accordance with any Board approved employee stock option plan, employee stock purchase plan, employee restricted stock plan, or other employee stock plan, (such number of shares to be adjusted for any stock dividends, combinations, splits, recapitalizations and the like) (the "Equity Compensation Plan").

#### ARTICLE FOUR

##### BOARD OF DIRECTORS

1. **Board of Directors.** The Board of Directors of the Corporation shall consist of up to seven (7) Directors. The initial directors shall be elected as follows:

(i) The Board of Directors shall consist of seven (7) directors. The initial seven (7) Common Stock elected Board members shall be Frederic Scott Blackburn, Paul Slaats, Joseph Williams, Anthony Barkett, Chuck Maynard, Frederick Duguay and Gary May. The initial seven (7) Board Members shall serve until the earlier of (i) the Company's next annual shareholder meeting or, (ii) upon the issuance of Preferred Stock.

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The Board Members shall have full right to fill any vacancy caused by any resignation, death or removal of any director.

(ii) Upon the issuance of any Preferred stock, if ever, and so long as shares of Preferred Stock are or remain outstanding, the Board of Directors shall determine the number of Board Member seats, if any, that shall the Preferred Stock holders shall be entitled to elect under a separate class vote. The remaining Board Seats, if any, shall be elected by Common Stock holders voting together as a separate class. The Preferred Stock and Common Stock, voting separately as classes, shall elect their representatives to the Board at each meeting or pursuant to each consent of the Company's stockholders for the election of directors, and to remove from office such directors and to fill any vacancy caused by the resignation, death or removal of such directors. Directors so elected may be removed and vacancies in such seats filled only by like action. Each class may, at its option, elect fewer than the number of directors designated by this Article.

(iii) The Board shall meet at least once each calendar or fiscal year quarter. The Corporation shall reimburse the directors for all reasonable out-of-pocket expenses (including travel and lodging) incurred by a director in connection with serving in the position, including but not limited to the cost of attending meetings of the Board of Directors.

3. **Quorum of Board of Directors.** A quorum for the transaction of business at all meetings of the Board of Directors shall be a majority of the number of directors comprising the Board of Directors.

#### ARTICLE FIVE REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation in the State of Florida is One Independent Drive, Suite 1300, Jacksonville, Florida 32202 and the Registered Agent at such address is F&L Corp.. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the Corporation.

#### ARTICLE SIX MISCELLANEOUS

The foregoing amendment and restatement of the Corporation's Articles of Incorporation amends the Corporation's Articles of Incorporation and was adopted and approved by a majority of the shareholders of the Corporation by a written consent of the shareholders pursuant to Section 607.0704 of the FBCA, and the number of votes cast by the shareholders was sufficient for approval.

The foregoing amendment and restatement of the Corporation's Articles of Incorporation will become effective upon the filing of these Amended and Restated Articles of Incorporation with the Florida Secretary of State.

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**IN WITNESS WHEREOF**, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of August 20, 2007.

**MY TEAM ZONE, INC.**

By: *Fredrick S. Blackburn*  
Name: FREDERICK S. BLACKBURN  
Title: PRESIDENT

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**ACCEPTANCE OF APPOINTMENT  
BY REGISTERED AGENT**

The undersigned, having been named in these Amended and Restated Articles of Incorporation as the registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505 of the FBCA and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of the Corporation.

Dated: August 20, 2007

F&L CORP.

By: 

Martin A. Traber,  
Vice President