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WALDMAN FELUREN
& TRIGOBOFF, P.A.

ATTORNEYS AT LAW

ONE FINANCIAL PLAZA • SUITE 1500 • FORT LAUDERDALE, FLORIDA 33394

TELEPHONE (954) 467-8600 • FACSIMILE (954) 467-6222

FILED
00 FEB -9 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 7, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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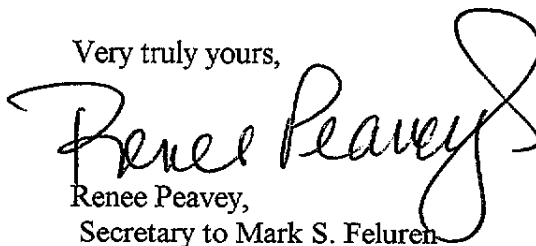
Dear Sir/Madam:

Enclosed please find the Amended and Restated Articles of Incorporation of Global Team, Inc.

Kindly see that these Articles are filed and mail a stamped copy of same in the enclosed pre-addressed, postage-paid envelope.

Thank you for your assistance.

Very truly yours,


Renee Peavey,
Secretary to Mark S. Feluren

/rp
Enclosures

Amended & Restated Art.

V. SHEPARD FEB 18 2000

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GLOBAL TEAM, INC.

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The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Global Team, Inc.

SECOND: The principal office of the Corporation shall be located at 1601 N. Palm Avenue, Suite 206B, Pembroke Pines, FL 33026. The mailing address of the Corporation is 1601 N. Palm Avenue, Suite 206B, Pembroke Pines, FL 33026.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 25,000,000, all of which are of a par value of \$0.001 each and are of the same class and are to be common shares.

FOURTH: The address of the registered agent of the Corporation in the State of Florida is 18911 N.W. 11th Street, Pembroke Pines, FL 33026 and the name of the registered agent of the Corporation at such address is Lori Azcarate.

FIFTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

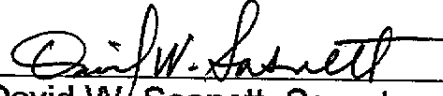
It is hereby certified that these Amended and Restated Articles of Incorporation were duly adopted pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act by the Board of Directors of the Corporation on October 1, 1999 and, as this restatement contains an amendment requiring shareholder approval, by the written consent of the holders of the issued and outstanding shares of the common stock as of October 1, 1999. The number of votes cast in favor of these Amended and Restated articles

Restated Articles of Incorporation voting together as a class, was sufficient for the approval by such holders.

IN WITNESS WHEREOF, the undersigned corporation has caused these Amended and Restated Articles of Incorporation to be executed this 1st day of October, 1999.



Jose A. Azcarate, President



David W. Sasnett, Secretary