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LETTER OF TRANSMITTAL

Date February 27, 1996

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Secretary of State
Division of Corporations
P.O. Box 6827
Tallahassee, FL 32314

Re TEAM 1 ENTERPRISES, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

DICK M. FRANKS

(individual's name)

TEAM 1 ENTERPRISES INC

(name of corporation)

MAILING ADDRESS OF CORPORATION

447B SOUTH CENTRAL DRIVE

FT WALTON BCH, FL. 32547

PHONE

(904) 864-1898

Area Code

Number

Ext.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

TEAM 1 ENTERPRISES, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby agree to form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

TEAM 1 ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	DICK M. FRANKS		
ADDRESS	447B SOUTH CENTRAL DRIVE		
CITY	FT WALTON BCH	FLORIDA	ZIP 32547

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	DICK M. FRANKS		
ADDRESS	447B SOUTH CENTRAL DRIVE		
CITY	FT WALTON BCH	STATE FLORIDA	ZIP 32547
NAME	ROBERT VINCENT SMITH		
ADDRESS	92 SHIRAH STREET		
CITY	DESTIN	STATE FLORIDA	ZIP 32541
NAME			
ADDRESS			
CITY		STATE	ZIP

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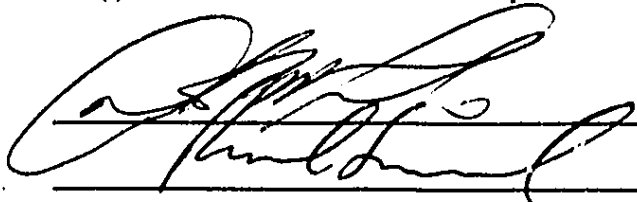
96 FEB 29 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME <u>DICK M. FRANKS</u>		
ADDRESS <u>447D SOUTH CENTRAL DRIVE</u>		
CITY <u>FT WALTON BCH</u>	STATE <u>FLORIDA</u>	ZIP <u>32547</u>
NAME <u>ROBERT VINCENT SMITH</u>		
ADDRESS <u>92 SHIRAH STREET</u>		
CITY <u>DESTIN</u>	STATE <u>FLORIDA</u>	ZIP <u>32541</u>
NAME _____		
ADDRESS _____		
CITY _____	STATE _____	ZIP _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 27 day of February, 19 96.


 _____ (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
) SS
 COUNTY OF OKALOOSA)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

 DICK M. FRANKS

 ROBERT VINCENT SMITH

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that THEY executed these Articles of Incorporation.

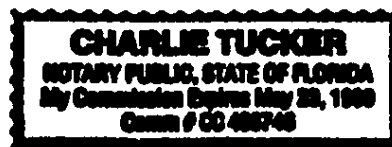
IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 27 day of FEBRUARY, 19 96.

(Notary Seal)



 (Notary Public, State of Florida at Large)

My Commission expires:



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

TEAM 1 ENTERPRISES, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 447B SOUTH CENTRAL DRIVE

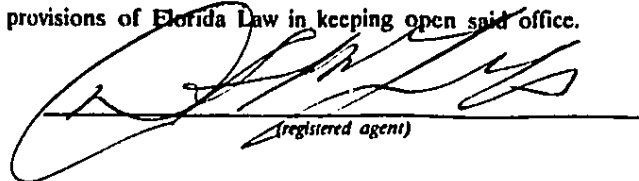
FT WALTON BCH FL 32547

has named DICK M. FRANKS

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.


(registered agent)