

P96000053831

FILED

96 JUN 24 AM 11:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thu Jun 20, 1996

SECRETARY OF STATE
F06/25/96--F01020--F020
*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, Fl 32314

Re: TEAM XTREME, INC.

Enclosed are original and one copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$70.00 representing the filing fee.

Sincerely,

Pedro P. Delgado,
Certified Public Accountant

/wp

7/16/96

ARTICLES OF INCORPORATION

OF

TEAM XTREME, INC.

FILED

96 JUN 26 AM 11:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract, and executed the same for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this corporation is TEAM XTREME, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V - INITIAL CAPITAL

This corporation will begin business with at least Five Hundred Dollars (\$500.00) as capital.

ARTICLE VI - PRINCIPAL OFFICE IN FLORIDA

The initial street address of this corporation in the State of Florida shall be:

11325 S.W. 135 Court

Miami, Fl 33186

The board of directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price which it is offered to others. The sale of stock by the shareholder shall be limited and governed by a shareholders agreement.

ARTICLE IX - OFFICERS

The name and address of the initial officer(s) of this corporation is(are):

Tanja Elana Johnson, President
11300 S.W. 112 Circle Lane East
Miami, Fl 32186

ARTICLE 8 - SUBSCRIBERS

The name(s) of the person(s) signing these Articles of Incorporation as a subscriber(s), the number of shares he(she) agreed to take and the value of the consideration therefor is(are):

TANJA ELANA JOHNSON, 500 SHARES, \$500.00 CONSIDERATION.

The street address of the above subscriber(s) is(are):

11325 S.W. 135 COURT, MIAMI, FL 33186

ARTICLE XI - INITIAL REGISTERED AGENT

Pursuant to Florida Statute 607.114, TEAM XTREME, INC., with its principal office at 11325 S.W. 135 Court, Miami, FL 33186 has named as its initial registered agent PEDRO P. DELGADO, C.P.A., 1320 South Dixie Highway, Suite 220, Coral Gables, FL 33146.

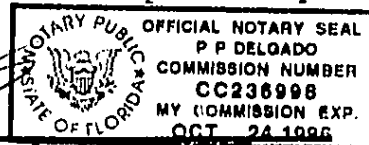
IN WITNESS WHEREOF, we, as subscribers, have executed the foregoing Articles of Incorporation as of Mon Jun 17, 1996.

Tanja Elyana Johnson (SEAL)

STATE OF FLORIDA }
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this Mon Jun 17, 1996, by TANJA EYANA JOHNSON, who is personally known to me and who did not take an oath.

[Signature]




NOTARY PUBLIC, State of Florida at Large
Pedro P. Delgado
My Commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MY BE SERVED

96 JUN 24 AM 11:14

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED: TALLAHASSEE, FLORIDA

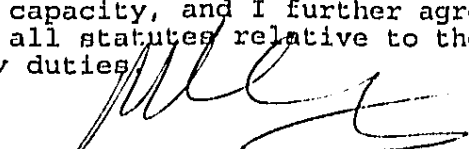
FIRST--That TEAM XTREME, INC. desiring to organize or qualify
under the Laws of the State of Florida, with its principal place
of business at City of Miami, State of Florida, has named PEDRO
P. DELGADO, C.P.A., located at 1320 South Dixie Highway, Suite
220, Coral Gables, Fl 33146, as its agent to accept service of
process within Florida.


TANJA ELANA JOHNSON

TITLE PRESIDENT

DATE Mon Jun 17, 1996

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate,
I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties.


PEDRO P. DELGADO-Registered Agent

DATE Mon Jun 17, 1996

P96000053831

CO-OPERATIVE BUSINESS SERVICES

ACCOUNTING

TAX SERVICES

CONSULTATION

1320 So Dixie Highway, Suite 220 Coral Gables, Florida 33146

Phone (305) 661 7570

Tue Aug 27, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

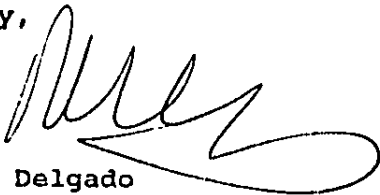
Re: TEAM XTREME, INC.
Charter No. P96000053831

Gentlemen:

Enclosed is original and one copy of the First Amendment to the Articles of Incorporation of TEAM XTREME, INC., together with a check in the amount of \$35.00 for your filing fee and certified copy.

Please return the certified copy to the undersigned when processed.

Sincerely,



Pedro P. Delgado

/wp

Enclosure

FILED
56 NOV 18 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-08/30/96--01018--002
*****35.00 *****35.00

NC
OK
11/25



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 5, 1996

PEDRO P. DELGADO
COMPREHENSIVE BUSINESS SERVICES
1320 S. DIXIE HWY, SUITE 220
CORAL GABLES, FL 33146

SUBJECT: TEAM XTREME, INC.
Ref. Number: P96000053831

We have received your document for TEAM XTREME, 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):

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

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please provide an English translation for the entity's name in your cover letter.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 796A00041527

**FIRST AMENDMENT TO
ARTICLES OF INCORPORATION OF
TEAM XTREME, INC.**

FILED
25 NOV 18 PM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS THE FIRST AMENDMENT to the Articles of Incorporation of Team Xtreme, Inc , a corporation organized under the laws of the State of Florida, hereinafter referred to as the "Corporation", made this Tue Oct 22, 1996.

WHEREAS, on June 24, 1996, the Articles of Incorporation were filed with the Secretary of State, State of Florida; and

WHEREAS, Article I of said Articles of Incorporation provides the name of this corporation to be Team Xtreme, Inc.; and

WHEREAS, the CORPORATION now desires to amend said Article I of the Articles of Incorporation to read as follows:

ARTICLE I. CORPORATE NAME.

The name of this corporation is

VELO FEMMES, INC

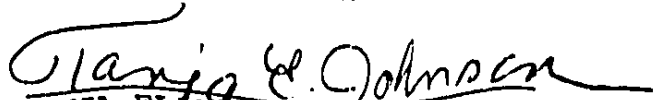
IN WITNESS WHEREOF, the CORPORATION has caused this first amendment to the Articles of Incorporation of Team Xtreme, Inc. to be executed as of the day and year first above written.

VELO FEMMES, INC
By: Tanja Elana Johnson
TANJA ELANA JOHNSON- PRESIDENT

The foregoing First Amendment to the Articles of Incorporation of TEAM XTREME, INC. is hereby

Ratified and confirmed by all of the stockholder and the number of votes cast for the amendment was sufficient for approval on Tue Oct 22, 1996.

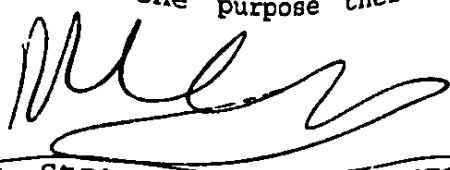
The English translation for Velo Femmes is "CYCLING WOMEN".


TANJA ELANA JOHNSON

STATE OF FLORIDA }

COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared TANJA ELANA JOHNSON, who is personally known to me and did not take an oath being all the stockholders of TEAM XTREME, INC., who says that he executed the foregoing First Amendment to the Articles of Incorporation of TEAM XTREME, INC., for the purpose therein expressed, on this Tue Oct 22, 1996.


NOTARY PUBLIC, State of Florida at Large
Pedro P. Delgado
My Commission expires:

