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OF COUNSEL

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(904) 387-4963

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September 27, 1996

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Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee FL 32399

Re: Filing of Articles of Incorporation for
TEAM WORLDWIDE, INC.

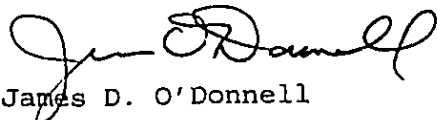
To Whom It May Concern:

Enclosed for filing with the State, please find the Articles of
Incorporation for the above referenced corporation. Also enclosed
is our check in the amount of \$87.50 for the following:

Filing Fee	\$ 70.00
Certified Copy Fee	<u>52.50</u>
TOTAL CHECK	<u>\$122.50</u>

If you have any questions, please do not hesitate to contact me.

Sincerely yours,


James D. O'Donnell

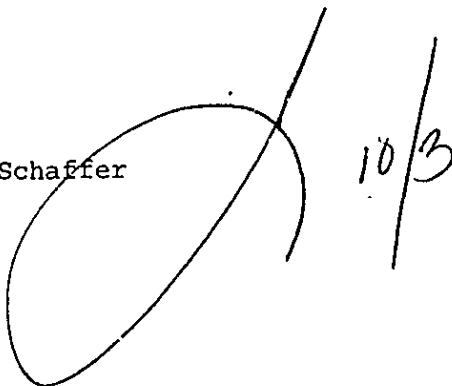
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Enclosures
/as stated

cc: Mr. and Mrs. Stephen Schaffer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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ARTICLES OF INCORPORATION
OF
TEAM WORLDWIDE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida to begin business immediately.

ARTICLE I.

NAME

The name of this corporation is: TEAM WORLDWIDE, INC.

ARTICLE II.

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: To engage in sales and marketing and any business or activity permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise,

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TALLAHASSEE FLORIDA

real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copy rights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted in this type of corporation under Florida law, and all powers subsequently authorized or granted by law to provide corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing

enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of voting Common Stock of par value of \$1.00 per share.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 1334 Old Dixie Highway, St. Augustine, Florida 32086. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII.

DIRECTORS

This corporation shall have seven (7) Directors, initially. The number of Directors may be increased or decreased from time to time by by-laws adopted by the Stockholders, but shall never be less than three.

ARTICLE VIII.

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Thomas W. Gowan	327 Sand Piper Street Richmond Hill, GA 31324
Connie T. Reynolds	1234 Homer City Way Pooler, GA 31322
Jack Reynolds	1234 Homer City Way Pooler, GA 31322
Stephen Schaffer	136 Martin Street Florahome, FL 32140
Sharon L. Schaffer	136 Martin Street Florahome, FL 32140
Floyd A. Christopher	2510 Deer Run Road, Lot A St. Augustine, FL 32095-1166
Norma S. Christopher	2510 Deer Run Road, Lot A St. Augustine, FL 32095-1166

ARTICLE IX.

SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation is:

Name

Address

Stephen Schaffer

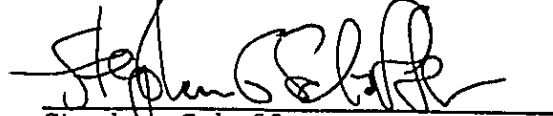
136 Martin Street
Florahome, FL 32140

ARTICLE X.

REGISTERED AGENT

The name of the initial registered agent of this corporation upon whom service of process may be made is Stephen Schaffer, whose address is 136 Martin Street, Florahome, FL 32140.

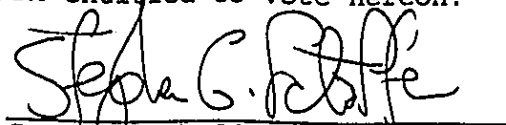
I hereby accept the designation of Registered Agent.


Stephen Schaffer

ARTICLE XI.

AMENDMENT

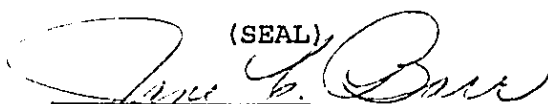
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote hereon.

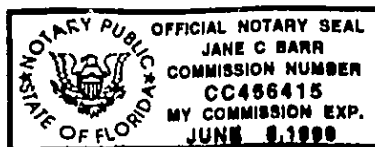

Stephen Schaffer

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of September, 1996, by Stephen Schaffer, who is personally knowr to me (or who has produced _____ as identification) and who did take an oath.

(SEAL)

Signature of Notary Public
Jane C. Barr
Printed Name



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SECRETARY OF STATE
TALLAHASSEE FLORIDA