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ATTORNEYS AT LAW

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PONTE VEDRA BEACH, FLORIDA 32082

(904) 285-2601

PLEASE REPLY TO:

JACKSONVILLE OFFICE

JOHN S. BALL  
ROBERT A. DAWKINS  
MICHAEL W. FISHER  
BEVERLY H. FURTICK  
JENNIFER R. JUNKER  
JOHN E. LAWLOR, III  
MICHAEL R. LEAS  
MARY A. ROBISON  
CLAY B. TOUSEY, JR.

P97000099122

November 17, 1997

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

EFFECTIVE DATE

11-14-97

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-11/19/97--01020--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of Team Development Strategies, Inc.

Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of Team Development Strategies, Inc.;
2. The original and one copy of Registered Agent's Certificate.
3. A check made payable to the Department of State in the amount of \$122.50 in payment of the filing fee required for the Articles and the fee required for providing a certified copy thereof.

Please file the Articles of Incorporation and certify the enclosed copy of the Articles and return them to me. Please note, Article VIII of the Articles of Incorporation provides for a retroactive filing date of November 14, 1997. Thank you for your assistance.

Sincerely,

Barbara E. Noe

Barbara E. Noe  
Legal Assistant

Enclosures/89806

cc: Barbara Gonzalez (w/encl.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 19 AM 8:15

5/ 11/21  
ext. 360

**ARTICLES OF INCORPORATION  
OF  
TEAM DEVELOPMENT STRATEGIES, INC.**

**EFFECTIVE DATE**  
11-14-97

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is **Team Development Strategies, Inc.**

**ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS**

The principal office of the corporation is 1728 Park Terrace West, Atlantic Beach, Florida 32233. The mailing address of the corporation is 1728 Park Terrace West, Atlantic Beach, Florida 32233.

**ARTICLE III: CAPITAL STOCK**

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000 having a par value of \$.10 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid fully for and shall be nonassessable.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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#### **ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1728 Park Terrace West, Atlantic Beach, Florida 32233, and the name of the initial registered agent of this corporation at that address is Barbara Gonzalez

#### **ARTICLE V: INCORPORATOR**

The names and street addresses of the incorporators of this corporation are:

Barbara Gonzalez	1728 Park Terrace West Atlantic Beach, Florida 32233
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#### **ARTICLE VI: DIRECTORS**

(a) Number. The corporation shall have one (2) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the initial board of directors until the first annual meeting of the shareholders, are as follows:

Barbara Gonzalez	1728 Park Terrace West Atlantic Beach, Florida 32233
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Anthony S. Gonzalez	1728 Park Terrace West Atlantic Beach, Florida 32233
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(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### **ARTICLE VII: BYLAWS**

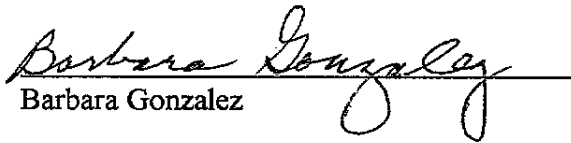
The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the

shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE VIII: DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

**IN WITNESS WHEREOF**, I have made, signed and hereby acknowledge these Articles of Incorporation this 14<sup>th</sup> day of November, 1997.

  
Barbara Gonzalez

89204

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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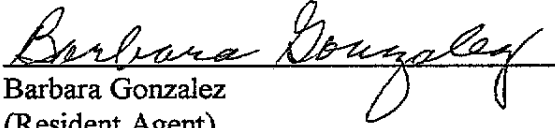
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SECRETARY OF CORPORATIONS  
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **Team Development Strategies, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Atlantic Beach, County of Duval, State of Florida, has named Barbara Gonzalez, located at 1728 Park Terrace West, Atlantic Beach, County of Duval, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)**

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Barbara Gonzalez  
(Resident Agent)