

Michael I. Santucci, P.A.  
A T T O R N E Y A T L A W

CORRESPONDING OFFICE

500 North Maidland Ave.,  
Suite 315  
Maidland, Florida 32751

2455 East Sunrise Blvd., Suite 410 Ft. Lauderdale, Florida 33304  
http://www.msantucci.com Ph: 954.561.0001 Fx: 954.561.3311

CORRESPONDING OFFICE

One Gateway Center  
Suite 2600  
Newark, New Jersey 07102

P98000052794  
June 9, 1998

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500002556555--2  
-06/11/98--01049--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: TEAM ZEBCO, INC.

Kindly find enclosed the original Articles of Incorporation for Team Zebco, Inc. along with a check in the amount of \$70.00 for filing fee and designation of registered agent. Also enclosed is a photocopy of the Articles of Incorporation, please return this to my office along with the filing date stamped on it.

Thank you,

LAW OFFICES OF  
MICHAEL I. SANTUCCI, P.A.

BY:



Michael I. Santucci, Esquire

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 11 AM 11:00

Prepared By:  
Michael I. Santucci, Esq.  
INTERNATIONAL BUILDING  
2455 East Sunrise Blvd., Suite 410  
Fort Lauderdale, FL 33304  
Telephone: (954) 561-0001  
Florida Bar No. 0105260

RP  
06-12-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUN 11 AM 11:00

## **ARTICLES OF INCORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

### **ARTICLE I NAME**

The name of the corporation shall be: Team Zebco, Inc.

### **ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

3000 East Sunrise Boulevard  
No.: 11B  
Fort Lauderdale, FL 33304

### **ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1000) Shares

### **ARTICLE IV PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

### **ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES**

No shares shall be issued or transferred without the express approval of the board of directors.

*Prepared By:*  
*Michael I. Santucci, Esq.*  
*INTERNATIONAL BUILDING*  
*2455 East Sunrise Blvd., Suite 410*  
*Fort Lauderdale, FL 33304*  
*Telephone: (954) 561-0001*  
*Florida Bar No. 0105260*

## **ARTICLE VI BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Michael I. Santucci  
3000 E. Sunrise Blvd., No. 11B  
Fort Lauderdale, FL 33304

Thomas A. Santucci  
767 Villa Portofino Circle  
Deerfield Beach, FL 33442

Daniel A. Santucci  
767 Villa Portofino Circle  
Deerfield Beach, FL 33442

## **ARTICLE VII INITIAL REGISTERED AGENT/ADDRESS**

The name and address of the initial registered agent is:


Michael I. Santucci, P.A.  
2455 East Sunrise Boulevard  
Suite 410  
Fort Lauderdale, FL 33304

## **ARTICLE VIII INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Michael I. Santucci  
3000 East Sunrise Boulevard  
No.: 11B  
Fort Lauderdale, FL 33304

The undersigned incorporator has executed these Articles of Incorporation this 9<sup>th</sup>  
day of JUNE, 1998.

  
Michael I. Santucci, Esquire

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Michael I. Santucci, Esq.  
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## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

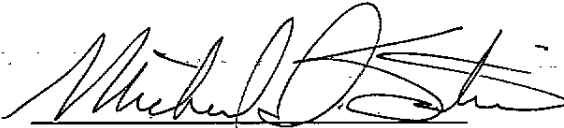
1. The name of the corporation is Team Zebco, Inc.
2. The name and address of the registered agent is:

Michael I. Santucci, P.A.  
2455 East Sunrise Boulevard  
Suite 410  
Fort Lauderdale, FL 33304

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

LAW OFFICES OF  
MICHAEL I. SANTUCCI, P.A.

6/9/98  
DATE

BY:   
Michael I. Santucci, Esquire

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Michael I. Santucci, Esq.  
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