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EFFECTIVE DATE

11-17-99

November 17, 1999

Florida Secretary of State  
Division of Corporations  
The Capitol  
P.O. Box 6327  
Tallahassee, FL 32314

Re: THE CENTER FOR CREATIVE TEAMBUILDING  
Our File No. 99522

Dear Madam/Sir:

Enclosed please find the original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees (F.S. Sec. 607.0122):

Filing Fee for Articles of Incorporation and Designation and Acceptance by Registered Agent, and Fee for Certificate of Status.....\$ 78.75

Please file the original of the enclosed Articles with an effective date of November 17, 1999. Then please return a date stamped copy to the undersigned.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

Maureen J. Anouge

Enclosures

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-11/19/99--01076--012

\*\*\*\*\*78.75 \*\*\*\*\*78.75

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

99 NOV 19 AM 9:23

FILED

Lakeland

Tampa

S. Thompson NOV 21 1999  
St. Petersburg

EFFECTIVE DATE

11-17-99

ARTICLES OF INCORPORATION

OF

THE CENTER FOR CREATIVE TEAMBUILDING, INC.

FILED  
99 NOV 19 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation is THE CENTER FOR CREATIVE TEAMBUILDING, INC.

ARTICLE II  
DURATION

The period of its duration is perpetual.

ARTICLE III  
PURPOSE

The purpose is to engage 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 hundred (100) shares of common stock, at \$1.00 par value per share.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the corporation's initial registered agent and her office is:

GARRY EAVES  
3651 42<sup>ND</sup> Avenue South  
Suite C106  
St. Petersburg, FL 33711

**ARTICLE VI  
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

3651 42<sup>nd</sup> Avenue South  
Suite C106  
St. Petersburg, FL 33711

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
BERNADETTE YOUNG	3651 42 <sup>nd</sup> Avenue South Suite C106 St. Petersburg, FL 33711
GARRY EAVES	3651 42 <sup>nd</sup> Avenue South Suite C106 St. Petersburg, FL 33711

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

GARRY EAVES  
3651 42<sup>nd</sup> Avenue South  
Suite C106  
St. Petersburg, FL 33711

**ARTICLE IX  
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X  
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI  
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII  
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII  
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons

participating in the meeting can hear each other, is used.

#### ARTICLE XIV DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

#### ARTICLE XV DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote

sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time the Board, a committee or the shareholders approve it.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that approves such contract or transaction.

#### ARTICLE XVI INFORMAL ACTION OF SHAREHOLDERS

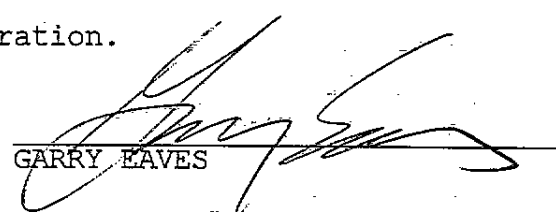
Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

The Articles of Incorporation for THE CENTER FOR CREATIVE  
TEAMBUILDING shall be effective as of November 17, 1999.

IN WITNESS WHEREOF, the undersigned Incorporator has executed  
these Articles of Incorporation on the 17th day of November 1999.

  
GARRY EAVES

I HEREBY ACKNOWLEDGE on the 17<sup>th</sup> day of November 1999 that I  
am familiar with and accept the duties and responsibilities as  
Registered Agent for the corporation.

  
GARRY EAVES