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January 9, 1998

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Qualification/Tax Lien Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Elite Protection, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. Transmittal Letter to the Qualification/Tax Lien Section of the Florida Division of Corporations
2. Application by Foreign Corporation for Authorization Transact Business in Florida
3. Certificate of Good Standing from the Virginia State Corporation Commission.
4. Check in the amount of \$78.75, made payable to the Florida Department of State for the registration fee (\$70.00) and certificate of status (\$8.75)


Please provide me with a letter of acknowledgment once Elite Protection, Inc. has been registered with the State of Florida.

Please advise me if any additional information or documentation is required.

Thanking you for your attention to this matter, I remain

Very truly yours,

ELITE PROTECTION, INC.


David L. Holcombe

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DIVISION OF CORPORATIONS
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Enclosures

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ELITE PROTECTION, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John W. Brown, Registered Agent

(Name of Person)

JOHN W. BROWN, P.C.

(Firm/Company)

The 411 Building
411 Cedar Road

(Address)

Chesapeake, Virginia 23320

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

John W. Brown

(Name of Person)

at (757) 547-5000

(Area Code & Daytime Telephone Number)

FAX # (757) 547-0790

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Elite Protection, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Virginia 3. 54-1830533
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 17, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Estimate January 15, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 411 Cedar Road, Chesapeake, Virginia 23320

(Current mailing address)

8. To provide personal protection to individuals and/or business entities.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

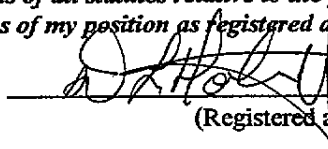
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: David L. Holcombe

Office Address: 21241 S.W. 94th Avenue
Miami, Florida, 33189
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature) (David L. Holcombe)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: David L. Holcombe

Address: 21241 S.W. 94th Avenue
Miami, Florida 33189

Vice Chairman: _____

Address: _____

Director: Jennifer Holcombe

Address: 21241 S.W. 94th Avenue
Miami, Florida 33189

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: David L. Holcombe

Address: 21241 S.W. 94th Avenue
Miami, Florida 33189

Vice President: _____

Address: _____

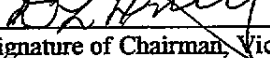
Secretary: Jennifer Holcombe

Address: 21241 S.W. 94th Avenue
Miami, Florida 33189

Treasurer: Jennifer Holcombe

Address: 21241 S.W. 94th Avenue
Miami, Florida 33189

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David L. Holcombe
(Typed or printed name and capacity of person signing application)

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Commonwealth of Virginia



State Corporation Commission

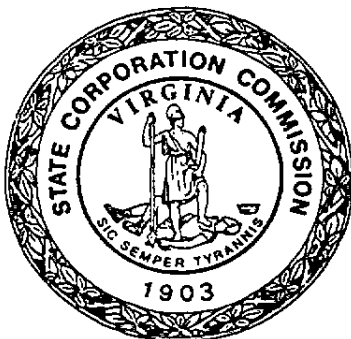
I Certify the Following from the Records of the Commission:

ELITE PROTECTION, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is September 17, 1996.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: January 05, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission