

P00000004204

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

800003090589-8
-01/06/00-01071-003
*****78.75 *****78.75

SUBJECT: Am ~~Shield~~ Shield Group, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 JAN -6 AM 11:55

FROM: Jan D. O'Rourke
Name (printed or typed)
401 Duane Dr.
Address
Port Charlotte, FL 33952
City, State & Zip
(941) 764-3910
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

A. Howell JAN 13 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AM SHIELD GROUP, INC.

ARTICLE I

The name of the corporation is Am Shield Group, Inc.

ARTICLE II

Its initial registered office and principal office in the State of Florida is 401 Dunn Dr., in the city of Port Charlotte, County of Charlotte. The name of the initial registered agent at such address is Jan O' Rourke.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The total number of shares of capital stock that the Corporation shall have authority to issue is 1,000, all of which are to be common stock with a par value of ten cents (\$0.10) per share.

ARTICLE V

The name and address of the incorporator is: Jan O' Rourke, 401 Dunn Dr., Port Charlotte, Florida 33952.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

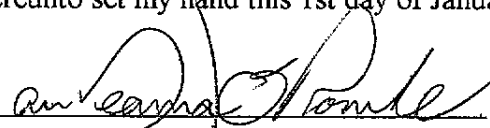
The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE VIII

Subject to the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality thereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) A vacancy or vacancies in the Board of Directors shall be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (d) The Board of Directors shall have the power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do make these Articles, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 1st day of January, 2000.



Jan D. O'Rourke

State of Florida
County of Charlotte

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2000 JAN -6 AM 11: 55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Am Shield Group, Inc.
2. The name and address of the registered agent and office is:

Jan D. O'Rourke
401 Dunn Dr.
Port Charlotte, FL 33952

Having been named registered agent and 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 am familiar with and accept the obligations of my position as registered agent.


Signature

12/8/99
Date