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DIVISION OF STATE
TALLAHASSEE, FLORIDA

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Amend.

1.) Fire Master, Inc.
(CORPORATE NAME & DOCUMENT #)

400004417604-4
-06/13/01--01021--013
*****35.00 *****35.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

400004417604-4
-06/13/01--01021--013
*****35.00 *****35.00

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

ADR
6/13/01

**AMENDED ARTICLES OF INCORPORATION
OF
FIRE MASTER, INC.**

Upon proper resolution of the Company, as confirmed and ratified by 100% of its shareholders, Fire Master, Inc. hereby amends its Articles of Incorporation to read as follows:

ARTICLE I. - NAME

The name of the corporation is FIRE MASTER, INC. whose address is 2404 Cochran Road, Panama City Beach, Florida 32408

ARTICLE II. - PURPOSES

The corporation is being formed for the purpose of engaging in any lawful activity for which corporations may be organized.

ARTICLE III. - DURATION

The duration of the corporation shall exist perpetually commencing on the date of its original filing.

ARTICLE IV. - CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue is one thousand (1000) shares of 1.00 par value. All such shares shall be of a single class, designated as common.

**ARTICLE V. - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 2404 Cochran Road,

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Panama City Beach, FL 32408 and the name of the initial registered agent of this corporation at that address is J. Michael Pons.

ARTICLE VIII. - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than two (2). The names and addresses of the current directors of this corporation are as follows:

J. Michael Pons 2404 Cochran Road Panama City Beach, FL 32408	- Chairman/Director/President/Treasurer
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Randall D. Padgett 2531 E. 6 th Street Panama City, FL 32401	- Director/Vice President/Secretary
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ARTICLE IX. - INCORPORATION

The name and address of the persons signing these Amended Articles is:

J. Michael Pons
2404 Cochran Road
Panama City Beach, FL 32408

Randall D. Padgett
2531 E. 6th Street
Panama City, FL 32401

ARTICLE X. - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation were issued initially to the following persons:

J. Michael Pons	500 shares
Randall D. Padgett	500 shares
Total =	1000 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation. This Article shall also govern for any additional shares issued to persons other than the initial shareholders named herein.

ARTICLE XII. - CUMULATIVE VOTING

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII. - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

ARTICLE XIV. - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XV. - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

ARTICLE XVI. - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all 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 of all of the remaining directors, shall be the act of the Board of Directors.

ARTICLE XVII. - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XVIII. - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIX. - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XX. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Officers and Shareholders have executed these Amended Articles of Incorporation on this 11th day of June, 2001.


J. Michael Pons - President


Randall D. Padgett

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared J. MICHAEL PONS who is personally known to me to be the person described in and who executed the foregoing instrument or who produced _____ as identification, and who acknowledged before me the execution of same.

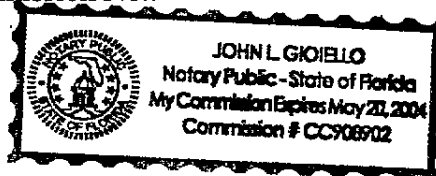
WITNESS my hand and official seal in the County and State last aforesaid this 11th day of June, 2001.


Notary Public

Typed Name _____

My Commission Expires: _____

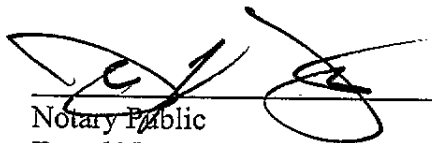
Commission No.: _____

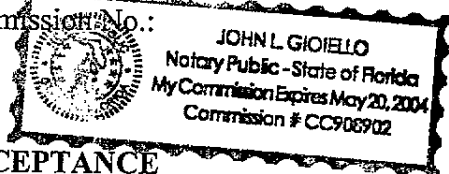


STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **RANDALL D. PADGETT** who is personally known to me to be the person described in and who executed the foregoing instrument or who produced _____ as identification, and who acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of June, 2001.

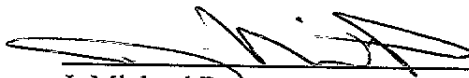


Notary Public
Typed Name _____
My Commission Expires: _____
Commission No.: _____


REGISTERED AGENT ACCEPTANCE

I, **J. Michael Pons**, am hereby familiar with and accept the duties and responsibilities as Registered Agent for the aforesaid corporation.

Dated this 11th day of June, 2001



J. Michael Pons