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JOHN A. PANYKO, P.A.  
BOARD CERTIFIED TAX ATTORNEY

PHONE (850) 438-7272

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November 28, 2000

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-11/30/00--01083--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: SmartCOP, Inc.  
Our File No. S5-99226

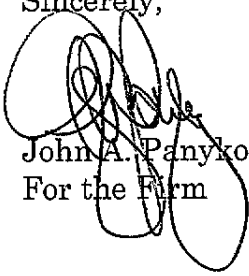
Dear Sir/Madam:

Enclosed please find an executed original and one copy of Articles of Incorporation to be filed for SmartCOP, Inc., a Florida corporation.

Enclosed please also find our check in the amount of \$78.75 for filing fees and certified copy of the same.

Thank you for your assistance in this matter.

Sincerely,

  
John A. Panyko  
For the Firm

JAP/cmw

Enclosures (3)  
pc: Jeffrey A. Leist

T. Burch DEC 6 2000

**ARTICLES OF INCORPORATION  
OF  
SmartCOP, Inc.**

FILED  
00 NOV 30 AM 7:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

The name of this corporation is SmartCOP, Inc., and its principal office is located at 25 East Wright Street, Suite 313, Pensacola, Florida 32501, its mailing address is the same.

**ARTICLE II**

**DURATION**

This corporation shall exist perpetually, commencing upon the date of subscription of these Articles of Incorporation.

**ARTICLE III**

**PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 100,000,000 shares of no par value common stock, all of one class and series.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

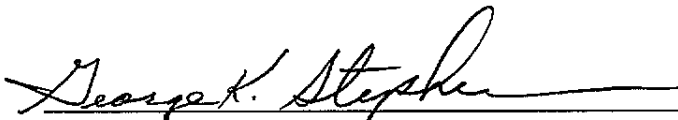
The street address of this corporation's initial registered office is 200 South Tarragona Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is JOHN A. PANYKO.

ARTICLE VI

INCORPORATOR

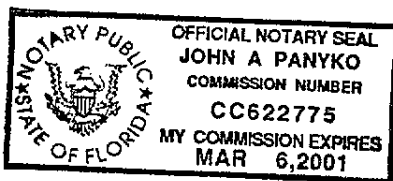
The name and address of the incorporator is GEORGE K. STEPHENSON, 25 West Cedar Street, Suite 313, Pensacola, Florida 32501.

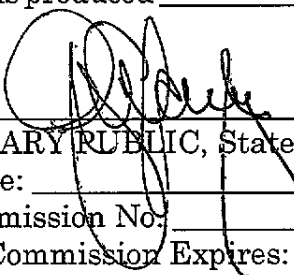
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of November, 2000.

  
\_\_\_\_\_  
GEORGE K. STEPHENSON, Incorporator

STATE OF FLORIDA       )  
                                  )  
COUNTY OF ESCAMBIA    )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of November, 2000, by GEORGE K. STEPHENSON, who personally appeared before me and who is personally known to me or who has produced \_\_\_\_\_ as identification.

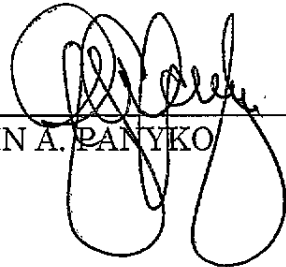


  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
Name: \_\_\_\_\_  
Commission No: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, JOHN A. PANYKO, am familiar with and hereby accept the appointment as Registered Agent for SmartCOP, Inc., a Florida corporation, as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 28<sup>TH</sup> day of November, 2000.

  
\_\_\_\_\_  
JOHN A. PANYKO

FILED  
00 NOV 30 AM 7:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA