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ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

CLAY D. MORGAN
PATRICK BARBARY

OF COUNSEL
GLEN R. GOLDSMITH
TRACY HAUCK

November 27, 2000

www.LegalProblem.com

516 NORTH HARBOR CITY BOULEVARD
MELBOURNE, FLORIDA 32935

TELEPHONE (321) 254-6900
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC -4 AM 9:18

FILED

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

8000003485379--7
-12/04/00-01133-007
****122.50 *****78.75

Re: BARMOR INVESTMENTS, INC.

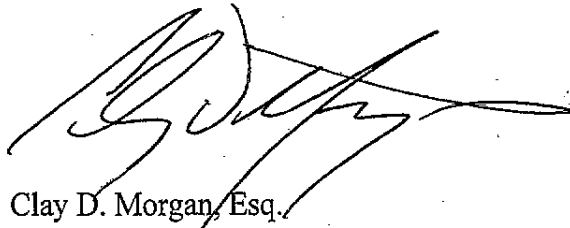
Dear Madam, Sir:

Enclosed are an original and one copy of the Articles of Incorporation of BARMOR INVESTMENTS, INC., for filing. Also enclosed is my check in the amount of \$122.50 to cover the cost of the filing fees. Please return a certified copy of the Articles at your earliest convenience.

If you have any questions in regard to the foregoing, or if you require any additional information, please do not hesitate to contact me. Thank you for your kind assistance.

Your cooperation and assistance in this matter are greatly appreciated.

Very truly yours,



Clay D. Morgan, Esq.

CDM/kd
Enclosures

ARTICLES OF INCORPORATION
OF
BARMOR INVESTMENTS, INC.

FILED
00 DEC -4 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation is a natural person competent to contract and form a corporation under the laws of the State of Florida, and does certify that he has become a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is BARMOR INVESTMENTS, INC. The principal place of business of this corporation shall be 516 North Harbor City Blvd., Melbourne, Florida 32935.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 516 North Harbor City Blvd., Melbourne, Florida 32935, and the name of the initial registered agent of the corporation at that address is Clay D. Morgan, 516 North

Harbor City Blvd., Melbourne, Florida 32935.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE 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 at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one. The names and street addresses of the members of the first Board of Directors who will serve until the first annual meeting of shareholders or until his successor or successors are elected and shall qualify are:

Clay D. Morgan, 516 North Harbor City Blvd., Melbourne,
Florida 32935

ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporate life, or until successors are elected or appointed is:

PRESIDENT

Clay D. Morgan, 516 North Harbor City Blvd., Melbourne, Florida 32935 and

VICE PRESIDENT

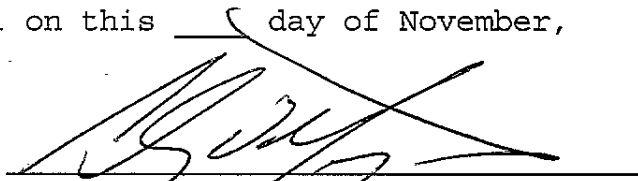
Patrick Barbary, 516 North Harbor City Blvd., Melbourne, Florida 32935.

ARTICLE X. INCORPORATOR

The name and address of the Incorporator of the corporation who shall hold office for the first year of the corporate life, or until successors are elected or appointed and who signs these Articles of Incorporation is:

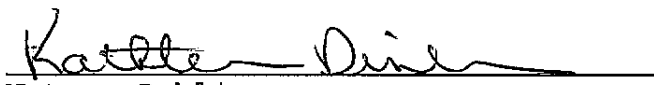
Clay D. Morgan, 516 North Harbor City Blvd., Melbourne, Florida 32935

IN WITNESS WHEREOF, the undersigned authorized agent has hereunto set his hand and seal on this _____ day of November, 2000.


NAME: Clay D. Morgan

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me, a Notary Public, by Clay D. Morgan, who is personally known to me or who has produced _____ as identification, on this 27th day of November, 2000.

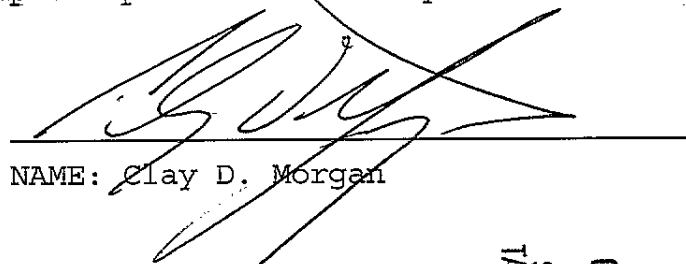

Notary Public

Name:
My Commission



AGREEMENT TO ACCEPT SERVICE

Having been named to accept service of process for the
aforementioned corporation, at the places designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.


NAME: Clay D. Morgan

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, personally appeared Clay D. Morgan, who
personally known to me or produced _____ as
identification, on this 27th day of November, 2000.

FILED
00 DEC -4 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Notary Public

Name:

My Commission Expires:



KATHLEEN M. DINTERMAN
COMMISSION # CC 646535
EXPIRES MAY 12, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.