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December 26, 2000

Katherine Harris  
SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/29/00--01067--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

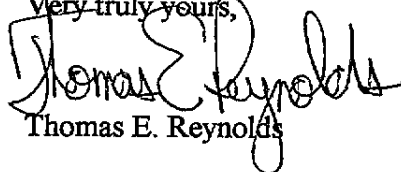
RE: Bulletproof, Inc.

Dear Ms. Harris:

I have enclosed the original and one (1) copy of the Articles of Incorporation for the above referenced corporation. I have also enclosed my check no. 34906 in the amount of \$78.75 for the filing of these Articles and return of a certified copy thereof.

I thank you for your cooperation and assistance with the foregoing matter. If you need any additional information regarding this matter, please contact me.

Very truly yours,

  
Thomas E. Reynolds

TER/thl  
Enclosures

/ T. Burch JAN 5 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**BULLETPROOF, INC..**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I.**

**NAME**

The name of the Corporation is BULLETPROOF, INC.

**ARTICLE II.**

**DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III.**

**PURPOSE**

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation.

**ARTICLE IV.**

**CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

**ARTICLE V.**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered\Principal Office of the Corporation is 100 Second Avenue North, Suite 300, St. Petersburg, Florida 33701 and the name of its initial Registered Agent at that address is Thomas E. Reynolds, Esquire.

**ARTICLE VI.**

**INITIAL BOARD OF DIRECTORS**

The number of Board of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
E. Michael Logan	2205 65 <sup>th</sup> Avenue North St. Petersburg, Florida 33702

**ARTICLE VII.**

**INCORPORATORS**

The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Thomas E. Reynolds, Esq.	100 Second Avenue North, Suite 300 St. Petersburg, Florida 33701

**ARTICLE VIII.**

**AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 26<sup>th</sup> day of December, 2000.

Thomas E. Reynolds  
Incorporator

STATE OF FLORIDA      }  
COUNTY OF PINELLAS    } ss:

BEFORE ME personally appeared THOMAS E. REYNOLDS, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 26<sup>th</sup> day of December, 2000.

Marjorie O'Dell  
Notary Public

My commission expires:




Marjorie O'Dell  
My Commission CC603152  
Expires January 11, 2001

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of Bulletproof, Inc, which is contained in the Articles of Incorporation thereof. The undersigned further acknowledges that he is familiar with and accepts the duties as such Registered Agent.

DATED this 26<sup>th</sup> day of DECEMBER, 2000.

  
\_\_\_\_\_  
THOMAS E. REYNOLDS, Registered Agent