



# Guardian Protection Products ~ Southeast, Inc.

P.O. Box 530926 • Miami Shores, Florida 33153 • (305) 754-2227 • 800-226-9400 • Fax (305) 754-2949

PO1000033834

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 33138

March 23, 2001

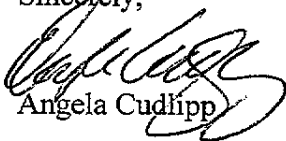
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen,

Enclosed please find Articles of Incorporation of Guardian Products, Southeast, Inc. and our check # 4560 in the amount of \$70.00.

Please call us if you have any questions at 800 226-9400. Thank you for your attention to this matter.

Sincerely,

  
Angela Cudlipp

Enclosure

FILED  
01 MAR 29 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
A FLORIDA CORPORATION**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I CORPORATE NAME**

The name of this corporation shall be

**GUARDIAN PRODUCTS SOUTHEAST, INC.**

a Florida Corporation

**ARTICLE II NATURE OF CORPORATE BUSINESS**

To engage in the rendering of services and to further carry on any and all business authorized by the laws governing the State of Florida

**ARTICLE III CAPITAL STOCK**

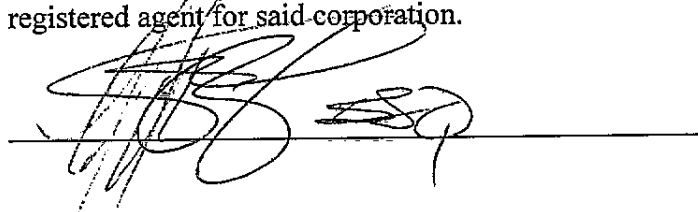
This corporation is authorized to issue 1000 shares at \$.10 per share par value.

**ARTICLE IV INITIAL REGISTERED AGENT**

The corporation's initial registered agent in the State of Florida shall be:

Michael P. Cudlipp, Esq.  
1099 NE 104 St  
Miami Shores, Fl 33138

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



**ARTICLE V CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS**

P. O. Box 530926  
Miami, Fl 33153

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**ARTICLE VI            CORPORATION'S REGISTERED OFFICE ADDRESS**

216 NE 98 Street  
Miami Shores, Fl 33138

**ARTICLE VII           BOARD OF DIRECTORS**

The number of Directors for this corporation shall be no less than one and no more than six.

**ARTICLE VIII          INITIAL DIRECTORS**

The names and post office addresses of each member of the first Board of Directors are:

Michael P. Cudlipp  
1099 NE 104 St  
Miami Shores, Fl 33138

Angela Cudlipp  
1099 NE 104 St  
Miami Shores, Fl 33138

**ARTICLE IX            INCORPORATORS**

The names and post office addresses of each incorporator executing these Articles of Incorporation are:

Angela Cudlipp  
1099 NE 104 St  
Miami Shores, Fl 33138

**ARTICLE X            OFFICERS**

President, Secretary:

Angela Cudlipp  
1099 NE 104 Street  
Miami Shores, FL 33138

Treasurer, Vice President:

Michael P. Cudlipp  
1099 NE 104 Street  
Miami Shores, FL 33138

**ARTICLE XI           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 outstanding common shares.

**ARTICLE XII      BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

**ARTICLE XIII      APPROVAL OF SHAREHOLDERS**

The approval of Shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIV      POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

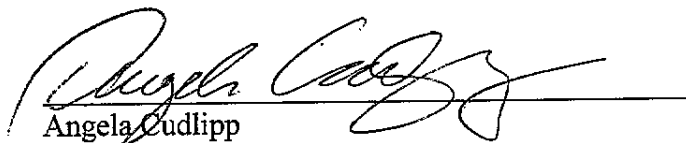
**ARTICLE XV      INDEMNIFICATION**

The Corporation shall indemnify and Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XVI      AMENDMENT**

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

That I, the undersigned incorporator for the purpose of forming a corporation to do business within the State of Florida, do hereby make and file these Articles of Incorporation, declaring and certifying that the facts stated herein are true and correct.

  
Angela Cudlipp

STATE OF FLORIDA

SS

COUNTY OF Miami-Dade

BEFORE ME, the undersigned authority, personally appeared:

Angela Cudlipp

Who, upon being duly sworn upon oath, acknowledged to and before me that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the state and county aforesaid, this 15<sup>th</sup> day of MARCH, 2001.

Barbara J. Brummett

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires:

