

ATTORNEY AT LAW

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May 31, 2001

Southeast Security, Inc.
3841-A Killearn Court
Tallahassee, FL 32308

VIA UPS OVERNIGHT MAIL

ATTENTION: Dan Bowden

Re: Articles of Incorporation for Marti Schmidt Designs, Inc.

Dear Mr. Bowden:

Enclosed please find the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for Marti Schmidt Designs, Inc., together with a check made payable to the Secretary of State in the amount of \$70.00 representing the filing fee. Please walk this application through the Secretary of State's office, then fax the letter evidencing filing to me at (850) 837-3502. Additionally, please mail your bill for services rendered along with the hard copy of the letter evidencing filing.

Thank you for your assistance in this regard. Should you have any questions, please do not hesitate to contact me.

Sincerely,

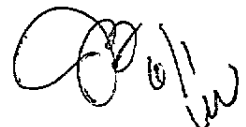

KATHLEEN REYNOLDS

KR/mjp
Enclosures: a/s

APPROVED
AND
FILED
01 JUN -1 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO ATTORNEY
OFFICE OF FILING
01 JUN -1 AM 09:27
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MARTI SCHMIDT DESIGNS, INC.

APPROVED
AND
FILED
01 JUN -1 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Marti Schmidt Designs, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

63 Point Washington Court
Santa Rosa Beach, FL 32459

The mailing address of this corporation shall be:

63 Point Washington Court
Santa Rosa Beach, FL 32459

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

Marti Schmidt
63 Point Washington Court
Santa Rosa Beach, FL 32459

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles is:

Marti Schmidt
63 Point Washington Court
Santa Rosa Beach, FL 32459

ARTICLE VII - BY-LAWS

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

ARTICLE VIII - ACTION WITHOUT A MEETING

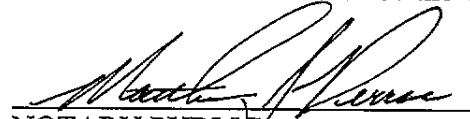
The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 31st day of May, 2001.


MARTI SCHMIDT, INCORPORATOR

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 31st day of May, 2001 by Marti Schmidt, who is personally known to me or who has produced _____ as identification and acknowledged and declared that she executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC
My Commission Expires: 7/12/2004



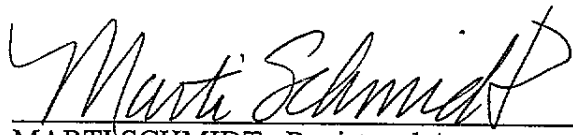
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Marti Schmidt Designs, Inc.
2. The name and address of the registered agent is Marti Schmidt, 63 Point Washington Court, Santa Rosa Beach, FL 32459. The address of the principal office is 63 Point Washington Court, Santa Rosa Beach, FL 32459.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 31st day of May, 2001.


MARTI SCHMIDT, Registered Agent

01 JUN - 1 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED