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TRANSMITTAL LETTER

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

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-12/03/01--01024--008
*****87.50 *****87.50

SUBJECT: Capital Protection Agency, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Martin Vargas
Name (Printed or typed)

15501 Bruce B. Downs #3010
Address

Tampa, Florida 33647
City, State & Zip

(813) 978-8881
Daytime Telephone number

FILED
01 DEC -3 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

PS
12/10/01

FILED

01 DEC -3 AM 11:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Capital Protection Agency, Inc.

Common Stock

The undersigned incorporator, for the purpose of forming a corporation under the **Florida Business Corporation Act**, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **Capital Protection Agency, Inc.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the **Florida Business Corporation Act**.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is **three shares**. All such shares shall be of a single class, designated as **common**.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the **Florida Business Corporation Act** any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the **Employee Retirement Income Security Act of 1974** with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the **Florida Business Corporation Act**.

ARTICLE VII

The **Florida Control-Share Acquisition** sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of **Three directors** whose name and addresses are as follows:

President: Martin Vargas
15501 Bruce B. Downs. Suite 3010
Tampa, Florida 33647

Secretary: Wendy Mendoza
15501 Bruce B. Downs. Suite 3010
Tampa, Florida 33647

Treasurer: Martin Vargas
15501 Bruce B. Downs. Suite 3010
Tampa, Florida 33647

ARTICLE X

The initial registered agent of the corporation **Martin Vargas**. The street address of the corporation's initial registered office is **15501 Bruce B. Downs, Suite 3010, Tampa, Florida 33647**.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

12-3-01

(Date)


ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 15501 Bruce B. Downs, Suite 3010, Tampa, Florida 33647.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Martin Vargas, 15501 Bruce B. Downs, Suite 3010, Tampa, Florida 33647.

The undersigned incorporator has executed these Articles of Incorporation this 3 day of December, 2001.



Martin Vargas, Incorporator