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FISHER & BUTTS, P.A.

5203 SW 91st Terrace, Suite D
Gainesville, Florida 32608
Phone (352) 373-5922
Fax (352) 373-5923

May 14, 2002

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

FILED
02 MAY 16 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Please find enclosed, Articles of Incorporation for SafeSpots, Inc., as well as the Acceptance of Registered Agent. Also enclosed is \$ 70.00 for filing the Articles and \$ 8.75 for a Certified Copy of the Articles. Please mail the copy to the above address. Thank you for your attention to this matter.

Sincerely yours,



Roa

Robert P. Butts

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Enclosures: Articles
Acceptance
Check

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ARTICLES OF INCORPORATION

OF

SafeSpots, Inc.

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ARTICLE I. CORPORATE NAME.

The name of the corporation is SafeSpots, Inc.

ARTICLE II. ADDRESS OF PRINCIPAL OFFICE.

The street address of the principal office of this corporation is:

573 Lancer Oak Drive
Apopka, FL 32712

The mailing address of the principal office of this corporation is:

573 Lancer Oak Drive
Apopka, FL 32712

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One-hundred Thousand (100,000) shares of common stock having a par value of \$ 1.00 per share.

ARTICLE V. TERM OF EXISTENCE.

This corporation shall exist perpetually commencing with the filing of these articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The name and address of the registered agent of this Corporation is:

Robert P. Butts
5203 SW 91st Terrace, Suite D
Gainesville, Florida 32608

The Board of Directors may, at its discretion, move the Registered Office to any other address in

the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by amending the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS.

The names and addresses of the initial directors of this Corporation are:

Steven T. Shuman
573 Lancer Oak Drive
Apopka, FL 32712

T. Heath Braswell
225 Sutherland Court
Apopka, FL 32712

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

T. Heath Braswell
225 Sutherland Court
Apopka, FL 32712

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. BYLAWS.

The power to adopt, alter, amend or repeal By-Laws is vested in the Board of Directors and the shareholders.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK.

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their name:

Steven T. Shuman	100
T. Heath Braswell	100

ARTICLE XIII. STOCK ENDORSEMENT.

Each share of stock issued subject to these bylaws shall be endorsed as follows:

A Transfer, pledge, hypothecation, sale, assignment, gift, or other disposition of this stock is restricted by an article of the bylaws of this company, a copy of which is on file at the office of the Corporation. @

ARTICLE XIV. INDEMNIFICATION.

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

In witness whereof, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 10th day of May, 2002.

T. Heath Braswell
T. Heath Braswell, Incorporator

STATE OF FLORIDA
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 10th day of May, 2002, by T. Heath Braswell, who is personally known to me or who produced a Florida Driver=s License for identification.

Tricia L. Carr
NOTARY PUBLIC
Typed or Printed name: TRICIA L. Carr
Commission number: CC 835109
Commission expires: May 05, 2003



ACCEPTANCE OF REGISTERED AGENT

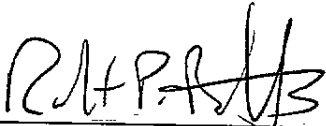
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SafeSpots, Inc.

HAVING BEEN NAMED as Registered Agent to Accept Service of Process for **Robert P. Butts**, at the place designated in this certificate, I hereby agree to act in such capacity; further, I AGREE TO COMPLY with all the provisions of all statutes relative to the proper and complete performance of my duties as Registered Agent.



Robert P. Butts
5203 SW 91st Terrace, Suite D
Gainesville, Florida 32608