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9-12-02

We provided two
copies for Knight-Guard, Inc.
please return one certified
copy to:

Lauren Parrish
543 Brookhaven Dr.
Orlando, FL
32803

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you
L Parrish

F. G. HUGHES

SEP 16

**ARTICLES OF INCORPORATION
OF
KNIGHT-GUARD, INC.**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of the Corporation shall be **KNIGHT-GUARD, INC.** and its principal place of business shall be located at 543 Brookhaven Dr, Orlando, FL 32803.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of filing these articles of incorporation with the Secretary of State of Florida, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers as enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

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ARTICLE III
CAPITAL STOCK

1. **Number and Class of Shares Authorized; Par Value.** This Corporation is authorized to issue Eighteen Thousand (18,000) shares of voting common stock, having One Dollar (\$.001) par value.
2. **Voting Rights.** The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.
3. **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.
4. **No Preemptive Rights.** No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 543 Brookhaven Drive, Orlando, Florida 32803, and the initial registered agent of this Corporation at that address shall be

DOUGLAS A. OLVEY. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of the articles of incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The names and street addresses of the initial directors of the Corporation are:

Douglas A. Olvey
543 Brookhaven Drive
Orlando, Florida 32803

Lauren Parrish
543 Brookhaven Drive
Orlando, FL 32803

Ramon Chimelis
543 Brookhaven Drive
Orlando, Florida 32803

ARTICLE VII

INCORPORATOR

Lauren Parrish
543 Brookhaven Drive
Orlando, Florida 32803

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

INDEMNIFICATION

The Corporation shall have all the powers and authority now and hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

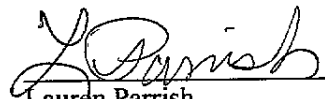
ARTICLE X
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

ARTICLE XI
HEADINGS AND CAPTIONS

The headings and captions of these articles of incorporation are inserted for convenience and none of them shall have any force or effect, and interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned do hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their name and seal this 22 day September, 2002.

 (SEAL)
Lauren Parrish

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

KNIGHT-GUARD, INC. (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 543 Brookhaven Drive, Orlando, Florida 32803, has named and designated:
Lauren Parrish, with its registered office located at: 543 Brookhaven Drive, Orlando, Florida 32803, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named as Registered Agent for **KNIGHT-GUARD, INC.**, (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 11 day of September, 2002



Lauren Parrish
Registered Agent

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