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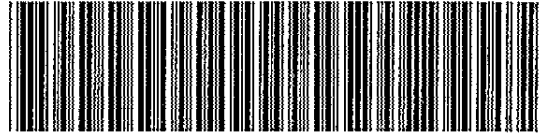
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SECURITY STATE
TALLAHASSEE

Rstart
T. Lewis 12/4/03

LAW OFFICES OF
THOMAS O. MICHAELS, P.A.

ATTORNEY AND COUNSELOR AT LAW

1370 PINEHURST ROAD

DUNEDIN, FLORIDA

34698

TELE (727)733-8030

FAX (727)734-0534

November 24, 2003

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

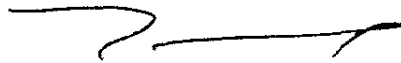
Re: Industrial Protection Solutions, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Amendment & Restatement of the Articles of Incorporation for the above styled corporation which needs to be filed with your office, as well as our check in the amount of Thirty-five (\$35.00) Dollars for costs incurred in same. After the Articles of Amendment & Restatement of the Articles of Incorporation have been filed, please return the file-stamped copy with the confirmation letter of filing the above referenced document in the self-addressed stamped envelope enclosed for your convenience.

Do not hesitate to contact our office if you have any questions or require further information.

Sincerely yours,



Thomas O. Michaels, Esq.

Enclosures: as indicated.
TOM/tab

**ARTICLES OF AMENDMENT AND
RESTATEMENT OF ARTICLES OF INCORPORATION
OF
INDUSTRIAL PROTECTION SOLUTIONS, INC.**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1001, 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of the above-named corporation are hereby amended and restated as follows:

**ARTICLE I
NAME**

The name of the Corporation is: INDUSTRIAL PROTECTION SOLUTIONS, INC.

**ARTICLE II
DURATION**

The term of the existence of the corporation is perpetual, and shall commence on the date of the filing of the original Articles of Incorporation of this corporation, such date being September 18, 2003 and the amendments shall be effective upon signing of this Articles of Amendment and Restatement of Articles of Incorporation.

**ARTICLE III
PURPOSE**

The purpose of which the corporation is organized is to market, sell, apply and/or install industrial coatings and as well to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 2,000 shares of common shares, with a par value of \$1.00 per share.

**ARTICLE V
INITIAL PRINCIPAL OFFICE AND
INITIAL MAILING ADDRESS**

The address of the initial principal office of the Corporation and the initial mailing address of the corporation is 13800 US Hwy 19 N., Clearwater, FL 33764.

**ARTICLE VI
REGISTERED AGENT AND
REGISTERED OFFICE**

The name of the initial Registered Agent of the Corporation is 1370 Pinehurst Rd., Dunedin, FL 34698, and the street address of the initial registered office of the Corporation is THOMAS O. MICHAELS, ESQ.

ARTICLE VII
DIRECTORS/OFFICERS

The board of Directors of the corporation shall consist of at least 1 member.

The name and address of the first board of Directors of the Corporation are amended to be:

HEATHER N. HARRINGTON, 3350 Sand Key Dr., Palm Harbor, FL 34684, and;
GEORGE H. HARRINGTON III, 3350 Sand Key Dr., Palm Harbor, FL 34684.

The name and address of the officers of this Corporation are amended to be:

HEATHER N. HARRINGTON, President, Secretary and Treasurer, 3350 Sand Key Dr., Palm Harbor, FL 34684, and;

GEORGE H. HARRINGTON III, Vice-President, 3350 Sand Key Dr., Palm Harbor, FL 34684.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator of this Corporation is: HEATHER N. HARRINGTON, 3350 Sand Key Dr., Palm Harbor, FL 34684.

ARTICLE X
AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

AUTHORIZATION FOR AMENDMENT
AND RESTATEMENT

The foregoing amendments to and restatement of the Articles of Incorporation of this Corporation, were duly adopted by written consent of all of the Directors and Shareholders entitled to vote thereon, pursuant to Section 607.1003, 607.1006, and 607.1007 Florida Statute, on the 19 day of November, 2003, and the number of votes cast for the amendments by the Directors and Shareholders were sufficient for approval.

IN WITNESS WHEREOF, we, the undersigned President and Secretary of this corporation have executed these Articles of Amendment and Restatement of the Articles of Incorporation on the 19 day of November, 2003.

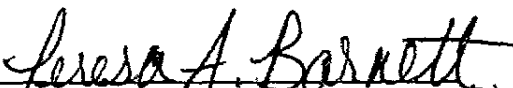

HEATHER N. HARRINGTON, PRESIDENT


HEATHER N. HARRINGTON, SECRETARY

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19 day of November, 2003, by HEATHER N. HARRINGTON, who is personally known to me or who has produced a Florida Driver's License as identification and who did take an oath, and acknowledged to and before me that she has executed the foregoing instrument for the purposes therein expressed.

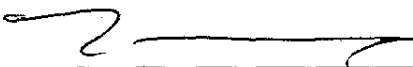
NOTARY PUBLIC:

Sign: 
Print: Teresa A. Barnett
Notary Public
State of Florida
My Commission Expires:
(Seal, if applicable)



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at a place designated in these amended and restated Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


THOMAS O. MICHAELS, ESQ.
Registered Agent

Prepared By:
Thomas O. Michaels, P.A.
1370 Pinehurst Road
Dunedin, Florida 34698
(727) 733-8030