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(((H04000161464 3)))

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EFFECTIVE DATE
08-02-04

FLORIDA PROFIT CORPORATION OR P.A.

Protection Group USA Inc

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

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H04000161464 3

ARTICLES OF INCORPORATION

OF

Protection Group USA, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopted the following Articles of Incorporation for such corporation:

ARTICLE I

NAME/PRINCIPAL OFFICE/MAILING ADDRESS:

EFFECTIVE DATE
08-02-04

The name of the corporation is:

Protection Group USA, Inc.

Start date: **August 2, 2004**

The principal office and mailing address is:

One San Jose Place, Suite 12

Jacksonville, Florida 32257

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered office is:

One San Jose Place, Suite 12

Jacksonville, Florida 32257

The name of the initial registered agent is:

Christopher W. Dugger

Jeffrey M. Jacobs, CPA, P.A.
One San Jose Place Suite 25
Jacksonville, FL 32257
(904) 260-0483

H04000161464 3

ARTICLES OF INCORPORATION

OF

Protection Group USA, Inc.

ARTICLE III

DURATION:

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK:

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien. The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be one thousand (1000) with a par value of \$1.00.

ARTICLES OF INCORPORATION

OF

Protection Group USA, Inc.

ARTICLE VI

BOARD OF DIRECTORS:

The initial board of directors shall consist of three members. Their names and mailing addresses, as well as, the position they hold is as follows:

Name: Christopher W. Dugger
Director
Address: One San Jose Place, Suite 12
Jacksonville, Florida 32257

Name: Timothy D. Brown, Sr.
Director
Address: 501 Federal Point Road
East Palatka, Florida 32131

Name: Richard B. Dwyer
Director
Address: 1346 Gatley Court
Jacksonville, Florida 32225

OFFICERS:

The initial officers of the corporation shall consist of three persons. Their names and mailing addresses, as well as, the positions they hold are as follows:

Name: Timothy D. Brown, Sr.
President
Address: 501 Federal Point Road
East Palatka, Florida 32131

ARTICLES OF INCORPORATION

OF

Protection Group USA, Inc.

OFFICERS: (Continued)

Name: Richard B. Dwyer
Vice President
Address: 1346 Gatley Court
Jacksonville, Florida 32225

Name: Christopher W. Dugger
Secretary/Treasurer
Address: One San Jose Place, Suite 12
Jacksonville, Florida 32257

ARTICLES OF INCORPORATION

OF

Protection Group USA, Inc.

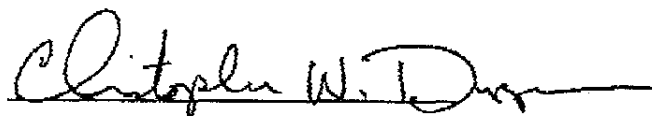
ARTICLES VII

INCORPORATOR:

The name and address of the incorporator is:

Name: Christopher W. Dugger
Address: One San Jose Place, Suite 12
Jacksonville, Florida 32257

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the 3rd day of August 2004.



Incorporator (Signature)

ARTICLES OF INCORPORATION

OF

Protection Group USA, Inc.

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Christopher W. Dugger.

Who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Jacksonville in said County and State this 3rd day of August 2004.

Janet L. Sanford

Notary Public

STATE OF FLORIDA

Personally Known

or

Produced Identification

Type of ID produced: _____



ARTICLES OF INCORPORATION

OF

Protection Group USA, Inc.

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

BY INCORPORATOR AS SET FORTH IN ARTICLE II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First – That Protection Group USA, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, State of Florida, has named Christopher W. Dugger, located at One San Jose Place, Suite 12, in the City of Jacksonville, State of Florida, 32257, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature Christopher W. Dugger

(Registered Agent)

(Incorporator & Corporate Officer)

Date 8/03/04