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**MARSHALL BENNETT FISHER**

ATTORNEY AT LAW

SUITE 300

9655 SOUTH DIXIE HIGHWAY

MIAMI, FLORIDA 33156

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-02/03/97--01050--007  
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Protect-U, Inc.  
(Corporation Name) (Document #)
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF INCORPORATION**

97 FEB -3 PH 5:02

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PROTECT-U, INC.**

I, THE UNDERSIGNED, IN ORDER TO FORM A CORPORATION FOR PROFIT, FOR THE PURPOSES HEREINAFTER STATED AND PURSUANT TO THESE ARTICLES OF INCORPORATION, STATES AS FOLLOWS:

**ARTICLE I.**

THE NAME OF THE CORPORATION SHALL BE PROTECT-U, INC.

**ARTICLE II.**

THE GENERAL NATURE OF THE CORPORATION TO BE TRANSACTED BY THIS CORPORATION SHALL BE THAT OF RETAINING ATTORNEYS TO BE LEGAL CONSULTANTS WITH THE EMPHASIS ON PROVIDING FULL LEGAL REPRESENTATION AND SERVICES TO THE GENERAL PUBLIC; AND TO ENTER INTO ANY OTHER FORM OF MERCANTILE BUSINESS, WHETHER RELATED OR NOT.

FURTHER, THE CORPORATION SHALL BE ABLE TO CONDUCT BUSINESS, OR HAVE OFFICES IN ANY STATE WITHIN THE UNITED STATES OF AMERICA, OR ANY OTHER NATION, COUNTRY, TERRITORY OR FOREIGN POSSESSION AS MAY BE ALLOWED UNDER THE LAWS OF THE UNITED STATES OF AMERICA.

THE CORPORATION SHALL HAVE THE POWER TO BUY, SELL, HOLD, MORTGAGE, CONTROL, LEASE, OR OTHERWISE DISPOSE OF REAL AND PERSONAL PROPERTY INCLUDING FRANCHISES, IN THE STATE OF FLORIDA AND IN ALL OTHER STATES AND COUNTRIES.

TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE BONDS, DEBENTURES, NOTES OR OTHER EVIDENCES OF DEBT.

TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.

TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE ACQUIRE OR DISPOSE OF THE HOLDINGS OR SHARES OF THE CAPITAL STOCK, BONDS, OR OTHER EVIDENCES OF DEBT CREATED BY ANY OTHER CORPORATION, STATE OR GOVERNMENT, AND WHILE THE OWNER OF SUCH INTEREST, TO EXERCISE ALL OF THE RIGHTS,

**ARTICLE III**

THE CAPITAL OF THE CORPORATION SHALL CONSIST OF ONE HUNDRED (100) SHARES OF COMMON STOCK WITH A PAR VALUE OF ONE DOLLAR (\$1.00).

**ARTICLE IV**

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

**ARTICLE V**

THE AMOUNT OF CAPITAL PAID IN WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL BE IN THE SUM OF FIVE HUNDRED (\$500.00) DOLLARS.

**ARTICLE VI**

THE BUSINESS OF THE CORPORATION SHALL BE CONDUCTED BY A PRESIDENT, SECRETARY-TREASURER, AND BY A BOARD OF DIRECTORS OF NOT LESS THAN ONE PERSON.

THE NAME AND ADDRESS OF THE OFFICER AND DIRECTOR WHO IS TO CONDUCT THE AFFAIRS OF THE CORPORATION ARE AS FOLLOWS:

NAME: MARSHALL B. FISHER  
ADDRESS: SUITE 300 9655 SOUTH DIXIE HY., MIAMI, FL 33156  
POSITION: PRESIDENT, SECRETARY-TREASURER AND DIRECTOR

**ARTICLE VII**

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE CORPORATION AND THE AMOUNT OF CAPITAL STOCK SUBSCRIBED TO IS AS FOLLOWS:

NAME: MARSHALL B. FISHER  
ADDRESS: SUITE 300 9655 SOUTH DIXIE HY., MIAMI, FL 33156  
SHARES: 100 SHARES

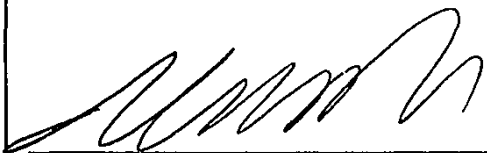
**ARTICLE VIII**

THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION SHALL BE  
#300 9655 SOUTH DIXIE HY., MIAMI, FL 33156.

**ARTICLE X**

**THE STOCK ISSUED BY THE CORPORATION SHALL QUALIFY UNDER SECTION 1244 OF THE INTERNAL REVENUE CODE, AND FURTHER QUALIFY AS A SUB-CHAPTER "S" CORPORATION.**

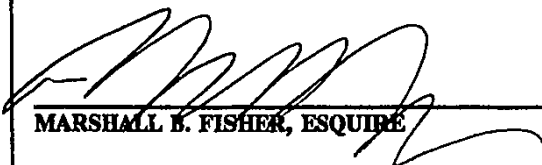
**WITNESS MY HAND AND SEAL:**



(SEAL)

**MARSHALL B. FISHER ESQUIRE**

**THE UNDERSIGNED DOES HEREBY AGREE TO ACT AS REGISTERED AGENT OF PROTECT-U, INC.**



**MARSHALL B. FISHER, ESQUIRE**

**STATE OF FLORIDA**

**COUNTY OF DADE**

**BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED MARSHALL B. FISHER, TO ME WELL KNOWN, AND WHO ACKNOWLEDGED BEFORE ME THAT HE VOLUNTARILY EXECUTED THE FOREGOING ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES THEREIN STATED.**

**WITNESS MY HAND AND SEAL AT MIAMI, DADE COUNTY, FLORIDA, THIS**  
29 DAY OF January, 1997.

  
**NOTARY PUBLIC**