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TRANSMITTAL LETTER

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

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SUBJECT: METROPOLITAN PROTECTIVE SERVICES, INC.
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the
Articles of Incorporation for the above corporation and a
check in the amount of \$122.50.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142
ORLANDO, FLORIDA 32809
(407) 856-1906

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 JUL 97 10:01

Note: Additional copy of Articles is needed only when
certified copy is requested.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 24 12:01

ARTICLES OF INCORPORATION
OF
METROPOLITAN PROTECTIVE SERVICES, INC.

ARTICLE I - NAME

The name of this Corporation is METROPOLITAN PROTECTIVE SERVICES, INC.

initial address: 114 Marcy Blvd., Longwood, Florida 32750.

ARTICLE II - DURATION

This corporation shall commence existence upon the filing of these Articles of incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz;

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property of any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares

or other interests in, or obligations of, other domestics or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associates, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014;

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is Juan O. Saavedra,

114 Marcy Blvd., Longwood, Florida 32750.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Juan O. Saavedra	114 Marcy Blvd. Longwood, Florida 32750

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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DIVISION OF CORPORATIONS
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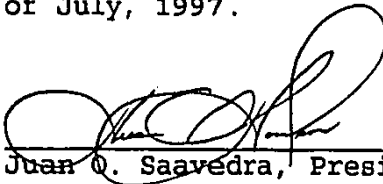
ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is
Juan O. Saavedra, 114 Marcy Blvd., Orlando, Florida 32750.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of July, 1997.

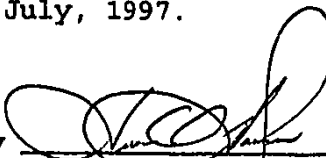


Juan O. Saavedra, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 18th DAY OF July, 1997.



By Juan O. Saavedra, Registered Agent

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DIVISION OF CORPORATIONS
97 JUL 21 11:01

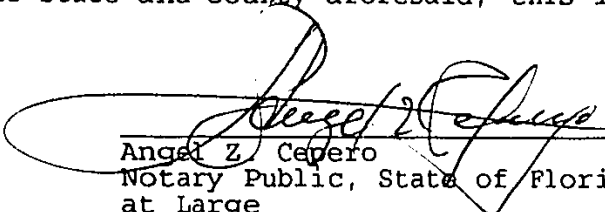
STATE OF FLORIDA

ORANGE COUNTY

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Juan O. Saavedra, known to me and known by me to be the person who, as Incorporator of METROPOLITAN PROTECTIVE SERVICES, INC., and he acknowledged before me that he executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Juan O. Saavedra, known to me and known by me to be the person who, as Registered Agent of METROPOLITAN PROTECTIVE SERVICES, INC., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th, day of July, 1997.



Angel Z. Cepero
Notary Public, State of Florida
at Large

My Commission Expires:

