

P 970000 947 43

Lozier, Tipton, Thames & Frazier

A Partnership of Professional Associations

Attorneys at Law

DANIEL R. LOZIER*
ANN J. TIPTON
HENRY W. TIPTON
WILLIAM K. THAMES, II
PAMELA K. FRAZIER

ONE PENSACOLA PLAZA
SUITE 224
125 WEST ROMANA STREET
PENSACOLA, FLORIDA 32501

PHONE: (850) 469-0202
(850) 469-9666
FACSIMILE: (850) 469-0006

*BOARD CERTIFIED TAX ATTORNEY

November 3, 1997

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Protective Solutions, Inc.
Marina Developers of West Florida, Inc.

Dear Sir or Madam:

Enclosed for filing on behalf of the above-referenced corporations is the original and one copy of the Articles of Incorporation. Once these documents have been filed, please return to us certified copies of same. Enclosed is our firm's check in the amount \$245.00 to cover the filing fees.

Should you have any questions regarding any of this, please do not hesitate to give me a call.

Sincerely,

Lynn Lowery

Lynn Lowery
Legal Assistant to Daniel R. Lozier

/ll

Enclosures

NOV 5 1997

697 53427

700002387577--0
-11/04/97--01054--001
***245.00 ***122.50

FILED
97 NOV -4 AM 8:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
PROTECTIVE SOLUTIONS, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is PROTECTIVE SOLUTIONS, INC. The principal place of business is 125 W. Romana Street, Suite 224, Pensacola, Florida 32501.

ARTICLE II

DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which this corporation is organized are:

- (1) To transact any lawful business or businesses for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of no par value common stock.

FILED
97 NOV -4 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office, and the mailing address of the Corporation in this State is 125 W. Romana Street, Suite 224, Pensacola, Florida 32501, and the name of its initial registered agent at such address is William K. Thames, II.

ARTICLE VI

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member. The size of the board may be increased or decreased from time to time as prescribed in the bylaws or by applicable law, but never shall the board consist of less than one (1) member.

ARTICLE VII

INCORPORATORS

The name and address of the Incorporator is William K. Thames, II, 125 W. Romana Street, Suite 224, Pensacola, Florida 32501.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have subscribed my name this 3rd day of November, 1997.



WILLIAM K. THAMES, II, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 3rd day of November, 1997, by William K. Thames, II, who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



Martha L. Lowery
NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, the undersigned, being the person named as the Registered Agent of PROTECTIVE SOLUTIONS, INC., a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Chapter 607.0505 and hereby accept the appointment of Registered Agent and hereby accept said obligations.

DATED: November 3, 1997



WILLIAM K. THAMES, II

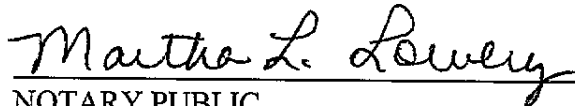
FILED
97 NOV -4 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 3rd day of November, 1997, by William K. Thames, II, who is personally known to me or who has produced a driver's license as identification and has not taken an oath.

 Martha L. Lowery
My Commission CC682411
Expires September 22, 2001


NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____