



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

97 DEC 24 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 6, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Pro-Tect^{SHIELD} Inc.
P3271330PRSUM

900002349119--5
-11/17/97-01116-006
(4) *****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Pro-Tect Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,


Wendy Show
Corporate Service Incorporator

enc.

P. Hall
DEC 24 1997

497-26202
OK
11/20/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 20, 1997

THE COMPANY CORPORATION
1313 N MARKET ST
WILMINGTON, DE 19801-1151

SUBJECT: PRO-TECT INC.
Ref. Number: W97000026202

We have received your document for PRO-TECT INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 297A00055621



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

December 23, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Pro-Tect Shield Inc. :
P3271330PRSUM

Dear Sir or Madam:

Enclosed please find Certificate of Incorporation with corrections as requested for Pro-Tect Shield Inc. A copy of your recent correspondence is enclosed for reference.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-800-542-2677, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Wendy Snow
Wendy Snow

Corporate Service Incorporator

enc.

**ARTICLES OF INCORPORATION
OF
Pro-Tect Shield Inc.**

FILED

97 DEC 24 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be **Pro-Tect Sheild Inc.**
- SECOND:** The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD:** The principal address of the corporation is 3063 Enterprise Road, Suite 22, Debary, FL 32713.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 30 share(s) at no par value.
- SIXTH:** The number of directors constituting the initial board of directors is four, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Michael Sumners 401 W. Seminole Blvd., Suite 233, Sanford, FL 32771.
Kristi Sumners 401 W. Seminole Blvd., Suite 233, Sanford, FL 32771.
Vicki Hagen 401 W. Seminole Blvd., Suite 233, Sanford, FL 32771.
Jerry Hagen 401 W. Seminole Blvd., Suite 233, Sanford, FL 32771.

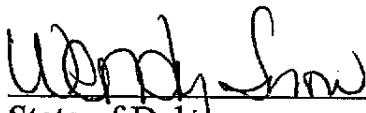
SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow c/o The Company Corporation
1313 N. Market Street
Wilmington, DE 19801

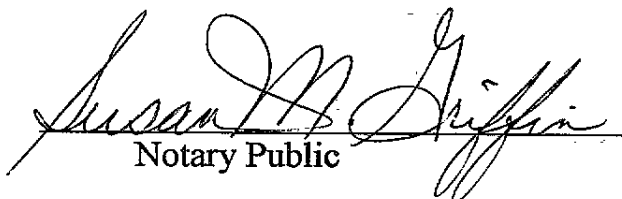
We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 5th day of November, 1997.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 5th day of November, by Wendy Snow.



Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 N. Market Street, Wilmington, DE 19801 (302) 575-0440.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Pro-Tect Shield Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of DeBary, State of
Florida, has named Larry Wolfe located at
200-A John Knox Road, Tallahassee, FL 32303
_____ as its agent for 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 provisions of all statutes relative to the proper and complete performance of my duties.



November 5, 1997
Date