

P98000055705
DIVISION OF CORPORATIONS
D.W. MCKINNON, DIVISION DIRECTOR
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: INCORPORATION OF NEW BUSINESS

GENTLEMEN:

ENCLOSED ARE (1) ARTICLES OF INCORPORATION, (2) CERTIFICATE
DESIGNATING PLACE OF BUSINESS, AND (3) CHECK IN PAYMENT OF
INCORPORATION FEES AS FOLLOWS:

\$35.00 - FILING FEE
52.50 - CHARTER TAX (MINIMUM)
35.00 - CERTIFICATE DESIGNATING REGISTERED
AGENT

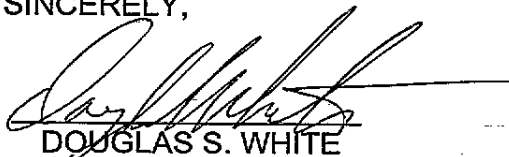
122.50 TOTAL CHECK

900002531099-- 7
-05/21/98--01014--012
****122.50 ****122.50

PLEASE RETURN THE CERTIFIED COPY OF THESE ARTICLES OF
INCORPORATION TO OUR OFFICE AT:

DOUGLAS S. WHITE
3106 N. TAMiami TRAIL # 120
NAPLES, FL. 34103

SINCERELY,


DOUGLAS S. WHITE

FILED
98 JUN 23 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~WGS 4/24/98~~

W6-23-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 26, 1998

DOUGLAS S. WHITE
3106 N. TAMIAMI TRAIL #120
NAPLES, FL 34103

SUBJECT: GUARDIAN TECHNOLOGIES, INC.
Ref. Number: W98000011848

We have received your document for GUARDIAN TECHNOLOGIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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 existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 498A00029189

ARTICLES OF INCORPORATION
OF
GUARDIAN TECHNOLOGIES OF SOUTHWEST FLORIDA, INC.

The undersigned subscriber to these Articles of Incorporation, Douglas White, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is GUARDIAN TECHNOLOGIES OF SOUTHWEST FLORIDA, INC. The principal office and mailing address of the corporation is 3106 Tamiami Trail, #120, Naples, Florida 34103.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these articles with the Florida Secretary of State.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue

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98 JUN 23 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3106 N. Tamiami Trail, #120, Naples, Florida 34103, and the name of the initial registered agent of the Corporation at that address is Douglas White. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

**Douglas White
3106 N. Tamiami Trail, #120
Naples, Florida 34103**

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles is:

**Douglas White
3106 N. Tamiami Trail, #120
Naples, Florida 34103**

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of


Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 18 day of June, 1998.


Douglas White

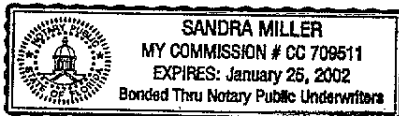
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Douglas White, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19 day of June, 1998.


NOTARY PUBLIC Sandra Miller
State of Florida at Large

(SEAL)



My commission expires:


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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **GUARDIAN TECHNOLOGIES OF SOUTHWEST FLORIDA, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County Collier, State of Florida, has named Douglas White located at 3106 N. Tamiami Trail, #120, Naples, Florida 34103, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Douglas White

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA