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ROBINSON & ASSOCIATES, P.A.

Accounting & Business Consultants

P.O. Box 1118

Winter Park, Florida 32790-1118

(407) 645-5950

Fax (407) 645-5451

FILED

99 FEB 11 AM 9:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 4, 1999

EFFECTIVE DATE

2-4-99

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-02/11/99-01031-010

\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

Dear Department of State:

Enclosed please find two original copies of the Articles of Incorporation for U-CHANGE IT, INC. and CAPITAL PROTECTION, INC., along with two checks in the amount of \$87.50 each, payable to the Department of State in the amount for filing fees. Please file the enclosed articles, and mail the certified copy to:

Gloria J. Robinson  
Robinson & Associates, P. A.  
1320 S. Orlando Ave., Suite 4  
P.O. Box 1118  
Winter Park, FL 32790-1118

If you have any questions or need further instructions, please give me a call at (407) 645-5950.

Sincerely,

Gloria J. Robinson, CPA

ROBINSON & ASSOCIATES, P A

P. Hall

FEB 15 1999

~~109-3735~~  
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**ARTICLES OF INCORPORATION**  
**OF**  
**CAPITAL PROTECTION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\*\*\*\*

EFFECTIVE DATE  
2-4-99

**ARTICLE I. NAME:** The name of the corporation is CAPITAL PROTECTION, INC.

**ARTICLE II. PURPOSE:** This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida.

**ARTICLE III. EFFECTIVE DATE:** The effective date of this Corporation is February 4, 1999.

**ARTICLE IV. DURATION:** The corporation is to exist perpetually.

**ARTICLE V. CAPITAL STOCKS:** This corporation is authorized to issue ONE THOUSAND (1,000) SHARES of the common stock of a par value of ONE (\$1.00) DOLLAR per share.

**ARTICLE VI. PRINCIPAL PLACE OF BUSINESS OF CORPORATION:** The street address of the principal place of business is 6955 Hanging Moss Road, Suite 113, Orlando, Florida 32807.

**ARTICLE VII. MAILING ADDRESS OF CORPORATION:** The mailing address of the corporation is 951 Drepsen Hook Drive, Orlando, Florida 32825.

**ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the registered agent are as follows:

PEDRO J. RODRIGUEZ  
951 Drepsen Hook Drive  
Orlando, FL 32825

**ARTICLE IX. INITIAL BOARD OF DIRECTORS:** This corporation shall have one (2) directors initially. The number of directors may either be increased or decreased from time to time by an amendment of the by-laws, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

PEDRO J. RODRIGUEZ  
951 Drepsen Hook Drive  
Orlando, FL 32825

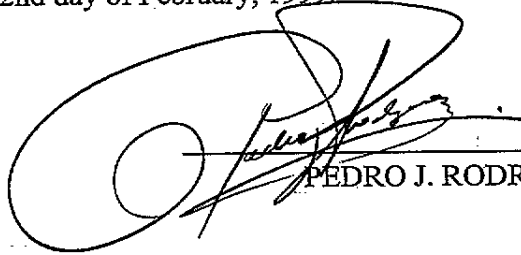
GLADYS E. RODRIGUEZ  
951 Drepsen Hook Drive  
Orlando, FL 32825

**ARTICLE X. INCORPORATORS:** The name and address of the incorporator signing these Articles of Incorporation are:

PEDRO J. RODRIGUEZ  
951 Drepsen Hook Drive  
Orlando, FL 32825

**ARTICLE XI. AMENDMENTS:** This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 2nd day of February, 1999



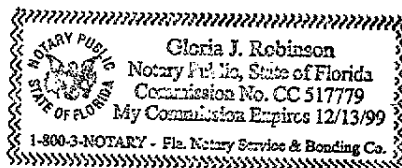
PEDRO J. RODRIGUEZ

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME the undersigned authority, personally appeared PEDRO J. RODRIGUEZ who acknowledged before me that she executed the foregoing Articles of Incorporation.

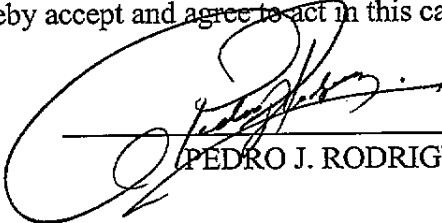
WITNESS my hand and official seal this 2nd day of February 2, 1999.

  
NAME  
Notary Public, State of Florida



CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of CAPITAL PROTECTION, INC., I hereby accept and agree to act in this capacity.

  
\_\_\_\_\_  
PEDRO J. RODRIGUEZ

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