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FLORIDA DIVISION OF CORPORATIONS
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4-15-98

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS ENTERPRISES, INC.
CONTACT: FRANK A RODRIGUEZ
PHONE: (561)775-9980

ACCT#: 072100000245

FAX #: (561)694-1639

NAME: PASSPORT PUBLICATIONS & MEDIA CORPORATION

AUDIT NUMBER.....H98000007195

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....

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ARTICLES OF INCORPORATION

EFFECTIVE DATE
4-15-98

Article I. Name

The name of this Florida corporation is:
Passport Publications & Media Corporation

Article II. Address

The mailing address of the Corporation is:
Passport Publications & Media Corporation
2161 Palm Beach Lakes Blvd, Suite 310
West Palm Beach FL 33409

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Robert Kirschner

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

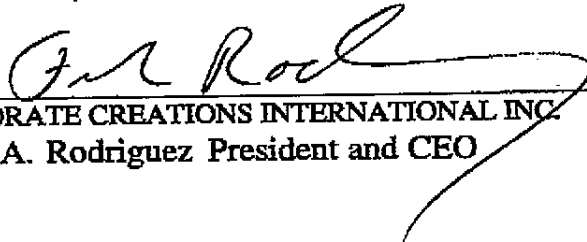
The name and address of the incorporator is:

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 15, 1998.

The undersigned incorporator executed these Articles of Incorporation on April 16, 1998.



CORPORATE CREATIONS INTERNATIONAL INC.
Frank A. Rodriguez President and CEO

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Passport Publications & Media Corporation

REGISTERED AGENT/OFFICE:

**Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**CORPORATE CREATIONS ENTERPRISES INC.
Frank A. Rodriguez, President and CEO**

Date: April 16, 1998

**Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107**

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