

LAW OFFICES

MITCHEL ♦ HAYMES ♦ BRENNER

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

999000088243

September 30, 1999

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
Line Pass Investors, Inc.

000003004380--6
-10/04/99--01103--007
****122.50 *****78.75

Dear Sir/Madam:

Enclosed please find this firm's check in the amount of \$122.50, your fee for filing the enclosed Articles of Incorporation in the name of Line Pass Investors, Inc. Please forward to our office the Certificate of Incorporation.

Thank you in advance for your anticipated cooperation.

Very truly yours,

MITCHEL HAYMES & BRENNER

Steve Mitchell/mme

STEVEN J. MITCHEL

99 OCT -4 AM 11:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
LINE PASS INVESTORS, INC.

FILED
99 OCT -4 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act,
do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be:
LINE PASS INVESTORS, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

2997 Day Avenue
Miami, Florida 33133

ARTICLE III
NATURE OF CORPORATE BUSINESS

The Corporation may engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way. The duration of the Corporation is perpetual.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The consideration to be paid for each share of stock be fixed by the Board of Directors.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The Corporation's initial registered agent and registered office in the state of Florida shall be:

STEVEN J. MITCHEL, ESQUIRE
2997 Day Avenue
Miami, FL 33133

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

<u>NAME</u>	<u>ADDRESS</u>
STEVEN J. MITCHEL	2997 Day Avenue Miami, FL 33133

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the corporation, or until a successor is elected.

ARTICLE VII
INCORPORATORS

The name and address for each Incorporator executing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN J. MITCHEL	2997 Day Avenue Miami, FL 33133

ARTICLE VIII
AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX
COMMENCEMENT DATE

Corporate existence will commence upon issuance of the Certificate of Incorporation.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

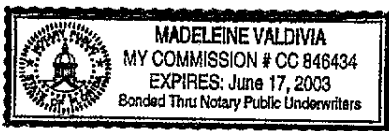


STEVEN J. MITCHEL

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

Before me personally appeared STEVEN J. MITCHEL to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposed therein expressed.

WITNESS my hand and official seal this 30th day of September, 1999.



Madeleine Valdivia

NOTARY PUBLIC
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of LINE PASS INVESTORS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 30th day of September, 1999.

Steven J. Mitchel

Steven J. Mitchel
Registered Agent

This Document was Prepared by:

Mitchel Haymes & Brenner
2997 Day Avenue
Miami, FL 33133
(305) 447-9900
Florida Bar 768693

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA