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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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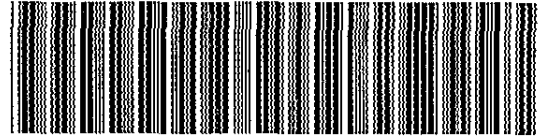
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
03 OCT -8 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

103-2344
08/10/8



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 18, 2003

JESSICA MORRIS, L.A.
GRAHAM BUILDER JONES ET AL, LLP
P.O. DRAWER 1690
WINTER PARK, FL 32790-1690

SUBJECT: P.A.S.S., INC.
Ref. Number: W03000023446

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 OCT -8 PM 12:26

RECEIVED

We have received your document for P.A.S.S., INC. and your check(s) totaling \$78.75. 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 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.

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

The registered agent must sign accepting the designation.

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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 603A00046808

GRAHAM
BUILDER
JONES
PRATT &
MARKS, LLP

ATTORNEYS &
COUNSELORS AT LAW

MAILING ADDRESS:
P.O. DRAWER 1690
WINTER PARK, FL 32790-1690

DELIVERY ADDRESS:
369 N. NEW YORK AVENUE, THIRD FLOOR
WINTER PARK, FL 32789

TELEPHONE: (407)647-4455
FACSIMILE: (407)740-7063
E-MAIL: GRAHAMBUILDER.COM

WRITER'S E-MAIL:
JMORRIS@GRAHAMBUILDER.COM

J. LINDSAY BUILDER, JR.
DOUGLAS K. GARTENLAUB
JESSE E. GRAHAM
JESSE E. GRAHAM, JR.
JESSICA K. HEW
FREDERICK W. JONES *
HOWARD S. MARKS **
KEVIN SCOTT MILLER
SAMUEL M. NELSON
JAMES R. PRATT
DUDLEY Q. SHARP, JR.
GEOFFREY D. WITHERS

OF COUNSEL:
JAMES W. MARKEL
KEITH R. WATERS

*BOARD CERTIFIED (REAL ESTATE LAW)
**BOARD CERTIFIED (CIVIL LITIGATION
AND BUSINESS LITIGATION)

August 13, 2003

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

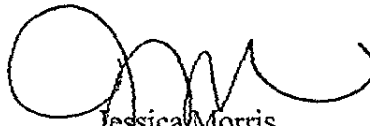
RE: Articles of Incorporation of P.A.S.S., Inc.
(Our File No. 6648-1)

Dear Sir or Madam:

In connection with the above, I have enclosed an original and one copy of Articles of Incorporation of P.A.S.S., Inc., together with Check No. 1226 in the amount of \$78.75, representing the required filing fee.

Thank you for your cooperation and assistance in this matter. Please contact me if you have any questions concerning this company.

Sincerely,


Jessica Morris
Legal Assistant

Enclosures

ARTICLES OF INCORPORATION

OF

P.A.S.S. of Central Florida, Inc.

FILED
03 OCT -8 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the incorporators signing below, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, do hereby certify we are forming a corporation under the laws of the State of Florida for the purposes stated below and under the following Articles:

ARTICLE I - NAME

The name of the Corporation shall be: P.A.S.S. of Central Florida, Inc.

ARTICLE II - PURPOSES

A. The specific and primary purpose for which this Corporation is formed are to operate for the advancement of education and religion, and for charitable purposes by the distribution of its funds for such purposes and particularly for the promotion and encouragement of post-secondary vocational, collegiate, university, and post-graduate education (collectively, "Post-Secondary Education") relying upon and unifying the resources of families, communities, and local businesses in accomplishing its objectives. The Corporation may, but is not obligated to, engage in the following:

1. Provide services to families and individual pursuing Post-Secondary Education. These services may include, but shall not be limited to, social events such as dinners, picnics, dances and parties, chapel services, and retreats.
2. Solicit funds from the general public through a variety of fund raising events.
3. Develop and teach enrichment programs and seminars to individuals pursuing Post-Secondary Education, including, but not limited to, field trips, computer classes and remedial work.
4. Assess the need for and purchase additional equipment for the use by individuals pursuing Post-Secondary Education such as computer video equipment, library-materials, and sports equipment.
5. Promote a spirit of community among the individuals pursuing Post-Secondary Education, families, and community leaders.

6. Any other act which may be necessary or appropriate to accomplish the purposes of this corporation so long as such act is not prohibited by law or under Section 501 (c) (3) of the Code (herein defined).

7. Provide scholarships to individuals who would otherwise be unable to pursue Post-Secondary Education and whose special talents, needs and other attributes would help bring a wider diversity to the community as a whole.

B. The general purposes for which this Corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under 26 USCA § 501 (c) (3), including for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under the Internal Revenue Code (the "Code").

C. The Corporation shall not make any investments in such manner as to subject it to tax under 26 USCA § 4944, or corresponding provisions of any subsequent Federal Tax Laws. The Corporation shall not make any taxable expenditures as defined in 26 USCA § 4945 (d), or corresponding provisions of any subsequent Federal Tax Laws. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by 26 USCA § 4942, or or corresponding provisions of any subsequent Federal Tax Laws.

D. The Corporation may take and hold by bequest, devise, gift, grant, purchase, lease or otherwise possess property, real or personal, tangible or intangible, or any undivided interest therein, without limitation, as to amount or value; and to sell, convey, or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such a manner as, in the judgement of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto, including but not limited to, 26 USCA § 501 (c) (3).

E. To do any other act or thing in fluent to connected with the foregoing purpose or in advancement thereof, but not for the profit or financial gain of its directors or officers except as permitted under the not-for-profit corporation law of the State of Florida.

F. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617 of the Florida Not-For-Profit Corporation Law, as amended from time to time.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE IV - ADDRESS OF CORPORATION

The street address of the initial principal office of this Corporation, and the Corporation's initial mailing address, shall be: 5231 Lighthouse Road, Orlando, Florida 32808.

ARTICLE V - DIRECTORS

A. The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors shall initially be seven (7); provided, however, that the number of Directors may be changed by a bylaw duly adopted pursuant to the nine (9) Bylaws of this Corporation. The number of Directors shall be no less than three (3), nor more than nine (9). Notwithstanding any provision of the Bylaws to the contrary, any action to increase or decrease the number of Directors shall be by unanimous vote of the then serving Directors.

B. The Directors shall be elected or appointed in the manner prescribed by the Bylaws of this Corporation. Further, the qualifications required of each Director shall also be prescribed by the Bylaws.

C. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting.

D. The names and residential addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Residential Address</u>
Fred Robinson, Jr.	4906 Hopespring Drive Orlando, Florida 32829
Angela Brown	5231 Lighthouse Road Orlando, Florida 32808
Katrina Miller	3324 West Church Street Orlando, Florida 32805

Raki Phillips

6292 Twain Street
Orlando, Florida 32835

Neidy Cruz Escobores

2701 Carmel Court
Kissimmee, Florida 34746

Jose Rodriguez

1029 Buchanan Avenue
Orlando, Florida 32809

Janice Lee Rodriguez

1029 Buchanan Avenue
Orlando, Florida 32809

ARTICLE VI - PROTECTION OF DIRECTORS

A. The Directors shall not be personally liable for any obligations of the Corporation of any nature whatsoever; nor shall any of the property of any Director be subject to the payment of the obligations of the Corporation to any extent whatsoever.

B. Each Director, in consideration of his or her services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him or her in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against the person by reason of his or her being or having been a Director of the Corporation, or by reason of any act or omission to act as such Director, provided that he or she shall not have been derelict in the performance of his or her duty as to the matters or matter in respect of which the claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights or protections to which any Director may be entitled as a matter of law.

ARTICLE VII - BYLAWS

Bylaws for this Corporation will be adopted hereafter by the Board of Directors. The Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by unanimous consent of the Directors.

ARTICLE VIII - DEDICATION OF ASSETS

A. The property of this Corporation is irrevocably dedicated to purposes that are exempt under Section 501(c)(3), and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director or to the benefit of any other private individual.

B. Without limiting the foregoing, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors or other private persons; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes prescribed by these Articles.

ARTICLE IX - DISTRIBUTION OF ASSETS ON DISSOLUTION

On the dissolution or final liquidation, or if otherwise permitted by law, on partial liquidation, of the Corporation, after payment of all liabilities of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed pursuant to the order of a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court may determine, which are organized and operated exclusively for such exempt purposes.

ARTICLE X - RESTRICTION ON POLITICAL ACTIVITIES

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors, after no less than fifteen (15) days' prior written notice to all Directors.

ARTICLE XII - MISCELLANEOUS

- A. The Corporation shall have no capital stock, nor shall the Corporation have any members.
- B. This Corporation shall, in order to carry out the limited purposes prescribed above, have all powers that are conferred by law and by the "Florida Not-For-Profit Corporation Act," Chapter 617, Florida Statutes, or as that Act may be amended.
- C. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent federal tax laws.
- D. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall either operate as a private operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Code; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- E. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code which would give

rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent federal tax laws.

F. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent federal tax laws.

G. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIII - REGISTERED AGENT AND REGISTERED OFFICE

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles, the registered agent shall be Howard S. Marks, Esquire and the registered office address this registered agent shall occupy is located at 369 North New York Avenue, 3rd Floor, Winter Park, Florida 32789.

ARTICLE XIV - EFFECTIVE DATE

The date of corporate existence shall be the date of acknowledgment of these Articles provided they are filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date that is five (5) days prior to such filing.

ARTICLE XV - INCORPORATOR

The names and street addresses of the incorporator of these Articles of Incorporation are as follows:

Fred Robinson, Jr.	4906 Hopespring Drive Orlando, Florida 32829
Angela Brown	5231 Lighthouse Road Orlando, Florida 32808
Katrina Miller	3324 West Church Street Orlando, Florida 32805
Raki Phillips	6292 Twain Street Orlando, Florida 32835
Neidy Cruz Escorbores	2701 Carmel Court Kissimmee, Florida 34746

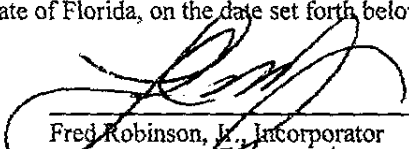
Jose Rodriguez

1029 Buchanan Avenue
Orlando, Florida 32809

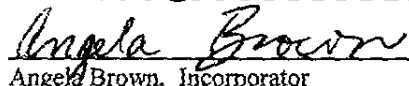
Janice Lee Rodriguez

1029 Buchanan Avenue
Orlando, Florida 32809

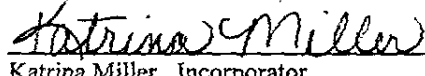
IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on the date set forth below our name:


Fred Robinson, Jr., Incorporator

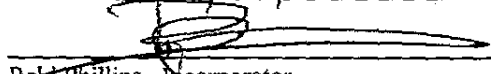
Date: 5/23/03


Angela Brown, Incorporator

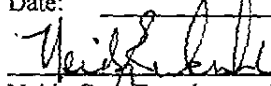
Date:


Katrina Miller, Incorporator

Date: 5/23/03


Raki Phillips, Incorporator

Date:


Neidy Cruz Escobares, Incorporator

Date: 5/23/03


Jose Rodriguez, Incorporator

Date: 5/23/03

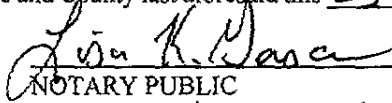

Janice Lee Rodriguez, Incorporator

Date: May 23/03

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared Fred Robinson, Jr., to me well known and known to me to be the person(s) described as the incorporator(s) in and who executed the above and foregoing Articles of Incorporation and who being by me first duly sworn, acknowledged that they made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 23 day of May 2003.


NOTARY PUBLIC
Print Name: Lisa K. Gasca
MY COMMISSION EXPIRES:

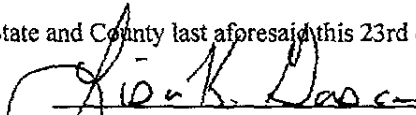
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared Angela Brown, to me well known and known to me to be the person(s) described as the incorporator(s) in and who executed the above and foregoing Articles of Incorporation and who being by me first duly sworn, acknowledged that they made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 23rd day of May, 2003.



Lisa K. Gasca
MY COMMISSION # DD020914 EXPIRES
April 26, 2005
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC
Print Name: Lisa K. Gasca
MY COMMISSION EXPIRES:

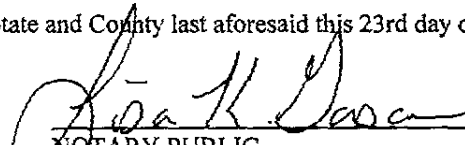
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared Katrina Miller, to me well known and known to me to be the person(s) described as the incorporator(s) in and who executed the above and foregoing Articles of Incorporation and who being by me first duly sworn, acknowledged that they made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 23rd day of May, 2003.



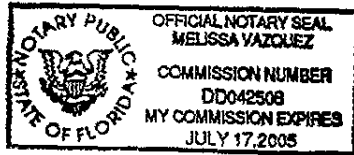
Lisa K. Gasca
MY COMMISSION # DD020914 EXPIRES
April 26, 2005
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC
Print Name: Lisa K. Gasca
MY COMMISSION EXPIRES:

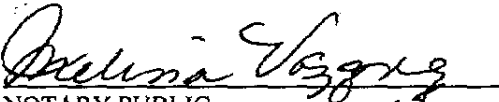
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared Raki Phillips, to me well known and known to me to be the person(s) described as the incorporator(s) in and who executed the above and foregoing Articles of Incorporation and who being by me first duly sworn, acknowledged that they made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 11 day of June, 2003.



STATE OF FLORIDA
COUNTY OF ORANGE


NOTARY PUBLIC
Print Name: Melissa Vazquez
MY COMMISSION EXPIRES: 7/17/05

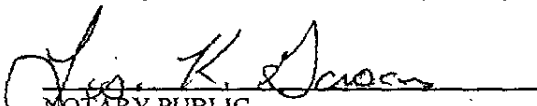
I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared Neidy Cruz Escobores, to me well known and known to me to be the person(s) described as the incorporator(s) in and who executed the above and foregoing Articles of Incorporation and who being by me first duly sworn, acknowledged that they made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 23rd day of May, 2003.



Lisa K. Gasca
MY COMMISSION # DD020914 EXPIRES
April 26, 2005
BONDED THRU TROY PAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ORANGE


NOTARY PUBLIC
Print Name: Lisa K. Gasca
MY COMMISSION EXPIRES:

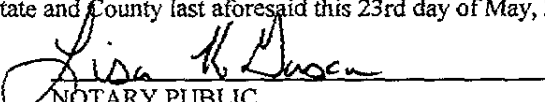
I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared Jose Rodriguez, to me well known and known to me to be the person(s) described as the incorporator(s) in and who executed the above and foregoing Articles of Incorporation and who being by me first duly sworn, acknowledged that they made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 23rd day of May, 2003.



Lisa K. Gasca
MY COMMISSION # DD020914 EXPIRES
April 26, 2005
BONDED THRU TROY PAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ORANGE

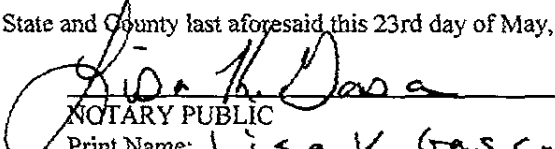

NOTARY PUBLIC
Print Name: Lisa K. Gasca
MY COMMISSION EXPIRES:

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared Janice Lee Rodriguez, to me well known and known to me to be the person(s) described as the incorporator(s) in and who executed the above and foregoing Articles of Incorporation and who being by me first duly sworn, acknowledged that they made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 23rd day of May, 2003.



Lisa K. Gasca
MY COMMISSION # DD820914 EXPIRES
April 26, 2005
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC
Print Name: Lisa K. Gasca
MY COMMISSION EXPIRES:

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

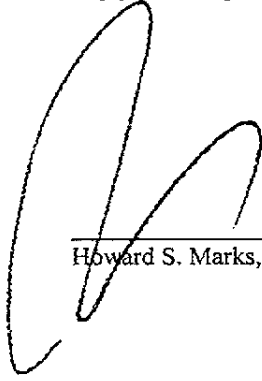
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03 OCT -8 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 617.0501, Florida Statutes (1997), the following is submitted, in compliance with said act:

That P.A.S.S, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 5231 Lighthouse Road, Orlando, Florida 32808, has named Howard S. Marks, Esquire, located at 369 North New York Avenue, 3rd Floor, Winter Park, Florida 32789, County of Orange, State of Florida as its agent to accept service of process within this state.

Having been named to accept service of process for 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.

DATED: May 23, 2003.



Howard S. Marks, Esquire