

PO1 0000 84745

Wanda M. Stumbo  
PO Box 1984  
Palatka, FL 32178-1984  
904/312-0202  
August 23, 2001

Florida Dept. of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-08/27/01--01067--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir,

Enclosed is the original and one copy for Pass & Associates Financial Services, Inc.  
and a check for \$78.75 for the filing fee and certified copy.

Please return copy to:

Wanda M. Stumbo  
PO Box 1984  
Palatka, FL 32178-1984

Thank you,

Wanda M. Stumbo

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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PAGE 1

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

PASS & ASSOCIATES FINANCIAL SERVICES, INC.

WE, THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, DO HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS PASS & ASSOCIATES FINANCIAL SERVICES, INC.

ARTICLE II. DURATION OF THE CORPORATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE III. NATURE OF BUSINESS

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS INITIALLY ORGANIZED SHALL CONSIST OF THE TRANSACTIONS OF ANY OR ALL LAWFUL BUSINESS FOR WHICH BUSINESSES MAY BE INCORPORATED UNDER AND PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

PAGE 2

ARTICLE IV. CAPITAL STOCK

THE CORPORATION SHALL BE AUTHORIZED TO ISSUE COMMON STOCK, OF A SINGLE CLASS, OF A TOTAL OF NOT MORE THAN ONE-THOUSAND (1000) SHARES, HAVING PAR VALUE OF \$5.00 PER SHARE.

ARTICLE V. ADDRESS OF REGISTERED OFFICE

THE REGISTERED ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS 627 HWY 17 SOUTH, SAN MATEO, FLORIDA 32187 AND THE NAME OF ITS INITIAL REGISTERED AGENT WITH SUCH ADDRESS IS MADELINE G. PASS. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME REMOVE THE REGISTERED OFFICE TO ANY OTHER STREET ADDRESS IN FLORIDA, AND DESIGNATE OTHER PERSONS AS ITS REGISTERED AGENTS, PROVIDED THAT THE REGISTERED AGENT SHALL MEET THE REQUIREMENTS OF LAW.

ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN ONE (1) PERSONS. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BUT SHALL NEVER BE LESS THAN ONE (1). NOTHING IN THESE ARTICLES, HOWEVER, SHALL BE CONSTRUCTED TO PROHIBIT THE BOARD FROM DESIGNATING ONE OF ITS MEMBERS AS AN EXECUTIVE COMMITTEE, WITH FULL POWERS TO ACT FOR AND IN BEHALF OF THE DIRECTORS FOR SUCH PERIOD AND UPON SUCH TERMS AS THE BYLAWS MAY PROVIDE.

PAGE 3

THE NAMES AND ADDRESSES OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE BOARD OF DIRECTORS IS AS FOLLOWS:

MADELINE G. PASS  
354 SISCO RD  
POMONA PARK, FLORIDA 32181

OLON D. PASS  
354 SISCO RD  
POMONA PARK, FLORIDA 32181

#### ARTICLE VII. INCORPORATORS

THE PERSON WHO HAS SIGNED AND DELIVERED OR REQUESTED TO BE DELIVERED THESE ARTICLES OF INCORPORATION TO THE DEPARTMENT OF STATE, STATE OF FLORIDA, IS THE INCORPORATOR OF THIS CORPORATION, WHOSE NAMES AND ADDRESSES ARE AS FOLLOWS:

MADELINE G. PASS  
354 SISCO RD  
POMONA PARK, FLORIDA 32181

PAGE 4

ARTICLE VIII. DESIGNATION OF REGISTERED AGENT

THERE IS APPENDED TO THESE ARTICLES A CERTIFICATE DESIGNATING A RESIDENT AGENT AND ADDRESS AND PHYSICAL LOCATION OF THE OFFICE, PLACE OF BUSINESS OR LOCATION FOR THE SERVICE OF PROCESS UPON THIS CORPORATION WITHIN THIS STATE. THAT CERTIFICATE IS MARKED "EXHIBIT A" AND IS BY THIS REFERENCE MADE PART OF THESE ARTICLES.

IN WITNESS WHEREOF, EACH INCORPORATOR NAMED IN THESE ARTICLES HAS SIGNED THESE ARTICLES OF INCORPORATION.

Madeline G. Pass

MADELINE G. PASS

STATE OF FLORIDA

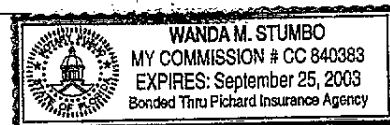
COUNTY OF PUTNAM

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED MADELINE G. PASS KNOWN TO ME TO BE THE PERSON DESCRIBED AS THE INCORPORATOR IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT THEY SUBSCRIBED THE SAID ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID.

THIS 23<sup>rd</sup> DAY OF August, 2001.

Wanda M. Stumbo



MY COMMISSION EXPIRES:

PAGE 5

PASS & ASSOCIATES FINANCIAL SERVICES, INC.

EXHIBIT A

DESIGNATION OF

REGISTERED AGENT

THE ABOVE NAMED CORPORATION DOES HEREBY DESIGNATE MADELINE G. PASS, AN INDIVIDUAL, RESIDENT OF THE STATE OF FLORIDA, AS ITS REGISTERED AGENT WITHIN THE MEANING OF THE FLORIDA GENERAL CORPORATION ACT, AND FURTHER DESIGNATES 627 HWY 17 SOUTH, SAN MATEO, FLORIDA 32187 AS ITS REGISTERED OFFICE.

PASS & ASSOCIATES FINANCIAL SERVICES, INC.

BY

Madeline G. Pass

MADELINE G. PASS

REGISTERED AGENT

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PAGE 6

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED HAS BEEN APPOINTED AS REGISTERED AGENT OF PASS &  
ASSOCIATES FINANCIAL SERVICES, INC. AND DOES ACCEPT THAT  
APPOINTMENT AND AGREES TO ACT AS SUCH.

*Madeline G. Pass*

MADELINE G. PASS

REGISTERED AGENT