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**FILED**

Law Offices of Peter P. Mendez, P.A. **02 APR -9 PM 1:51**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

April 4, 2002

Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

**400005234394--0**  
**-04/10/02--01011--001**  
**\*\*\*\*\*78.75 \*\*\*\*\*78.75**

*Via Certified Mail*  
*Return Receipt Requested*

RE: Passives Plus, Inc.

Dear Sir/Madame:

Enclosed for filing with your office, regarding the incorporation of the above-named entity, are the following:

1. Articles of Incorporation (two copies)
2. Certificate of Designation of Registered Agent/Registered Office
3. Check in the amount of \$78.75

Please forward one certified copy of the articles to my office, once received and approved by your office.

Should you have any questions, please do not hesitate in contacting my office.

Your attention to this matter is appreciated.

Very truly yours,



Peter P. Mendez

Enclosures

**D. WHITE APR 16 2002**

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# ARTICLES OF INCORPORATION

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*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

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## Article I

The name of the corporation shall be Passives Plus, Inc.

## Article II

The principal place of business of the corporation shall be 758 Keaton Parkway, Ocoee, Florida 34761 and the corporation's mailing address shall be P. O. Box 1003, Ocoee, Florida 34761

## Article III

The number of shares of stock this corporation is authorized to have outstanding at any one time are one thousand shares. The corporation is authorized to issue only common stock.

## Article IV

The name and address of the initial registered agent is Sabrina Roddy, whose address is 758 Keaton Parkway, Ocoee, Florida 34761.

## **Article V**

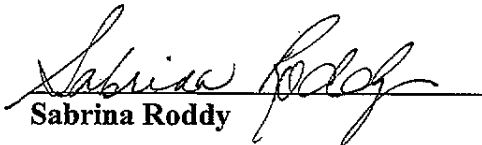
The initial Board of Directors shall have two members, whose names and addresses are as follow: Sabrina Roddy and Jon Roddy, both of 758 Keaton Parkway, Ocoee, Florida 34761.

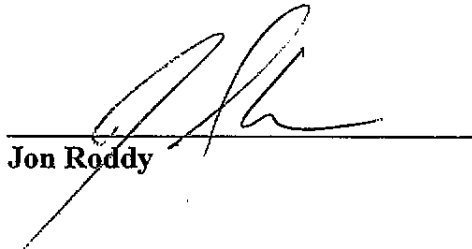
The number of directors may be raised or lowered by amendment of the bylaws of the corporation, but shall in no case be less than one.

## **Article VI**

The incorporators of this corporation are Sabrina Roddy and Jon Roddy, whose street address is 758 Keaton Parkway, Ocoee, Florida 34761.

**The undersigned incorporators,** have executed these Articles of Incorporation this 4<sup>th</sup> day of April, 2002.

  
Sabrina Roddy

  
Jon Roddy

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The name of the corporation is: Passives Plus, Inc.

The name and address of the registered agent and office is:

Sabrina Roddy  
758 Keaton Parkway  
Ocoee, Florida 34761

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

  
Sabrina Roddy

  
Date