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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/26/02--01019--016
*****78.75 *****78.75

Proposed Corporate Name: **PASSPORT PUBLICATIONS INTERNATIONAL INC.**

Enclosed are an original and 1 copy of the Articles of Incorporation and a check in the amount \$78.75 which represents payment for the Filing Fee and a Certificate of Status

FROM: **Martin Rothman**
P.O. Box 1881
Jupiter, FL 33468-1881
(561) 427-0300

FILED
2002 AUG -7 AM 11:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2554-2589-2557-611
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8/8/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2002 AUG -7 AM 11:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 1, 2002

MARTIN ROTHMAN
POST OFFICE BOX 1881
JUPITER, FL 33468-1881

SUBJECT: PASSPORT PUBLICATIONS INTERNATIONAL INC.
Ref. Number: W02000021686

We have received your document for PASSPORT PUBLICATIONS INTERNATIONAL 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):

You failed to make the correction(s) requested in our previous letter.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 102A00046392



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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2002 AUG -7 AM 11:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 26, 2002

MARTIN ROTHMAN
POST OFFICE BOX 1881
JUPITER, FL 33468-1881

SUBJECT: PASSPORT PUBLICATIONS INTERNATIONAL INC.
Ref. Number: W02000021686

We have received your document for PASSPORT PUBLICATIONS INTERNATIONAL 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):

You must list the corporation's principal office and/or a mailing address in the document.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 802A00045502

ARTICLES OF INCORPORATION
PASSPORT PUBLICATIONS
INTERNATIONAL INC.

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2002 AUG -7 AM 11:06

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1: NAME

The name of the Corporation shall be **Passport Publications International Inc.**

ARTICLE 2: NATURE OF BUSINESS

This Corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE 3: CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE 4: MAILING ADDRESS

The mailing address of the Corporation shall be Post Office Box 1881, Jupiter, FL 33468-1881

ARTICLE 5: REGISTERED AGENT NAME & ADDRESS

The name of the Registered Agent for the Corporation is Martin Rothman with his address as 150 Cape Pointe Circle, Jupiter, FL 33477

ARTICLE 6: REGISTERED AGENT ACCEPTANCE

The registered agent hereby declares tat he is familiar with and accepts the duties and responsibilities of the registered agent.

The following signatures will acknowledge the acceptance of said registered agent.

Signed: Martin Rothman

Articles of Incorporation
Passport Publications Int'l Inc.
Page -2

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 7: TERM OF EXISTENCE

This Corporation shall exist perpetually

ARTICLE 8: DIRECTORS

This Corporation shall have two (2) directors. The initial Board of Directors shall consist of:

MARTIN ROTHMAN
SCOTT E. POWELL

ARTICLE 9: INCORPORATOR

The name and address of the Incorporator is:

Martin Rothman
P.O. Box 1881
Jupiter, FL 33468-1881

ARTICLE 10: EIN NUMBER

The Federal Employee Identification Number is: 52-2366652

IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal this
31st day of July, 2002

(NAME) Martin Rothman