P02000093502

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Amend, 3/4/03 There

Pa Pa Pass, Inc. 1540 SW. 47th Terrace Ft. Lauderdale, FL 33317 954-792-4105

Florida Department of State Division of Corporations Attn: Amendments Section 409 East Gaines Street Tallahassee, FL 32399

Re: Pa Pa Pass, Inc # P02000093502

Articles of Amendment

March 3rd, 2003

Dear Sirs,

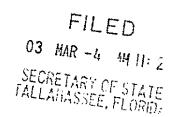
Enclosed, please find a check in the amount of \$43.75 (forty three dollars and seventy five cents) to cover all necessary fees (amendment and certified copy) to amend the Articles of Incorporation of the above captioned Florida Profit Corporation.

For the Corporation,

Lewis W. Currier III

As Director and CFO, Pa Pa Pass, Inc.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF PA PA PASS, Inc. P02000093502



Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

Article IV

There shall be (2) two Classes of stock for this corporation.

The aggregate number of shares which this corporation shall have authority to issue is the sum total of 1100 shares.

There shall 1000 shares of voting COMMON-PREFERRED stock issued with and individual par Value of \$1000.00.

The **100** (\$1.00) one dollar individual par value shares originally issued by the corporation prior to the date of these Articles of Amendment to the Articles of Incorporation of Pa Pass, Inc., P02000093502 are hereby reclassified as non voting gift stock.

Article V

The street address of the registered office and the name of the Registered Agent of this corporation shall be:

Arlene E. Wells 1540 SW 47 Terrace Ft. Lauderdale, FL 33317

Article VI

The Board of Directors and Officers of the Corporation and their address shall be:

Larry Abromavich, President, Director, Chairman, Board of Directors 1540 SW 47th Terrace Ft. Lauderdale, FL 33317

> Kevin G. Ulbrich, CEO, Director 1540 SW 47th Terrace Ft. Lauderdale, FL 33317

Carl J. Sasso, COO, Director 1540 SW 47th Terrace Ft. Lauderdale, FL 33317

Lewis W. Currier III, Treasurer, CFO, Director 1540 SW 47th Terrace Ft. Lauderdale, FL 33317

Arlene E. Currier, Secretary, Director 1540 SW 47th Terrace Ft. Lauderdale, FL 33317

Article VII

The address of the principal office of this corporation is:

Pa Pa Pass, Inc. 1540 S. W. 47th Terrace Ft. Lauderdale, FL 33317

SECOND: As stated in FIRST, Article IV

THIRD: The date of the amendments adoption is March 3rd, 2003.

FORTH: The amendments were adopted by the board of directors without shareholder action, and shareholder action was not required.

Signed this 3rd day of March 2003.

Lewis W. Currier III as Director and CFO

Pa Pa Pass, Inc.

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

Pa Pass, Inc. organized under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at, 1540 SW 47th Terrace, Ft. Lauderdale, County of Broward, State of Florida has named Arlene E. Wells, located at 1540 SW 47th Terrace, Ft. Lauderdale, County of Broward, State of Florida, at its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.

Arlene E. Wells

As Registered Agent