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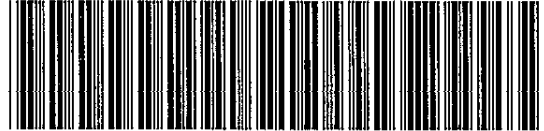
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Posstime, Inc.

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

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Time _____

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ARTICLES OF INCORPORATION
OF
PASSTIME, INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 OCT 25 AM 11:46

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is **PASSTIME, INC.**

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

This corporation is authorized to issue 100 shares of (\$1.00) par value common stock.

ARTICLE IV

This corporation shall have perpetual existence, unless dissolved in a manner provided by law.

ARTICLE V

The street address of the initial registered office of this corporation is 8040 GULF BLVD., ST. PETE BEACH, FL 33706 and the name of the initial registered agent of this corporation at that address is JEFFREY J. LEVIN and the principal office address of the corporation shall be 8040 GULF BLVD., ST. PETE BEACH, FL 33706.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws, but shall not be less than one or no more than five. The names and addresses of the initial directors of this corporation are:

KENNETH W. LEVIN
315 JACKSON DRIVE
SARASOTA, FL 34236

JEFFREY J. LEVIN
8040 GULF BLD.
ST. PETE BEACH, FL 33706

The directors of this corporation are subject to the provisions of the certificate of incorporation, bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successor is elected and has qualified.

ARTICLE VII

In pursuance of Chapter 48.01 Florida Statutes, the following is submitted in compliance with said Act:

That PASSTIME, INC. desiring to organize under the laws of the State of Florida, with registered office as indicated in these Articles of Incorporation, in the City of St. Pete Beach, County of Pinellas, State of Florida, has named JEFFREY J. LEVIN as its registered agent to accept service of process with this State.


ARTICLE IX

A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock will be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

B. The power to make or change the bylaws of and for the corporation shall be vested solely in the holder of the common stock and it shall take action by holder of all the stock issued and outstanding to change them.

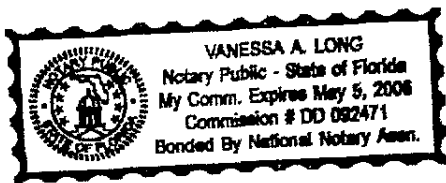
C. This corporation shall begin corporate existence on the date of the filing of the Articles of Incorporation with the Secretary of State.

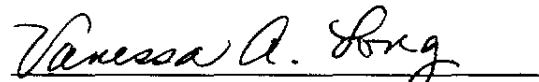
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, has hereunto set his hand and seal this 21st day of October, 2002, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


(INCORPORATOR)
JEFFREY J. LEVIN
8040 GULF BLVD.
ST. PETE BEACH, FL 33706

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 21st day of October, 2002, by Jeffrey J. Levin, who is personally known to me or who has produced personally Known as identification and who did (did not) take an oath.




Notary Public

Vanessa A. Long
Printed or typed name of Notary

My commission expires: May 5, 2002

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent of the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity.



JEFFREY J. LEVIN
(INCORPORATOR)

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