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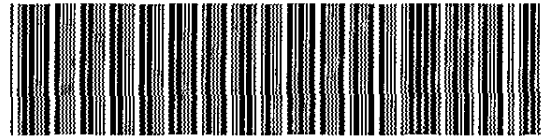
(Business Entity Name)

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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

Passing Times DAC

Signature \_\_\_\_\_

Requested by SW

12/10

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ 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 \_\_\_\_\_

**ARTICLES OF INCORPORATION**

02 DEC 10 PM 1:00

**OF**

**PASSING TIMES, INC.**

We, the undersigned, do hereby associate ourselves together, for the purpose of becoming a corporation, operating for profit by and under the provisions of the Statutes of the State of Florida appertaining and providing for the formation, liabilities, rights, privileges and immunities of a corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

**ARTICLE I**

The name of this corporation shall be **PASSING TIMES, INC.**

**ARTICLE II**

The purpose of this corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

1. To take, acquire, buy, hold, own, maintain, work, develop, sell, lease, convey, mortgage, hypothecate, exchange, improve and otherwise deal in and dispose of real and personal property or any interest or rights therein; to buy, sell, assign, convey, satisfy, release and cancel liens upon personal and real property; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, stocks, bonds, debentures and other negotiable instruments of whatsoever nature and to secure the same by mortgage or otherwise on property, real and personal.

2. To borrow money and contract debts necessary for the transaction of the business of the corporation, or for the exercise of its corporation rights, privileges and franchises or for any other lawful purpose; to issue bonds, promissory notes, stock, bills of exchange, debentures and other obligations and the evidences of indebtedness, payable at specified time or times, or payable

upon the happening of a specified event or events, secured or unsecured, from time to time or for any of the other objects of this business, and generally transact business concerning the same.

3. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stocks and bonds in other corporations.

4. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and foreign countries without restriction as to place or amount.

5. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts, patents, patent rights, licenses, inventions, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporations, domestic or foreign.

6. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation and any amendment thereof necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business or acts necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation, whether or not such business or acts are similar in nature to the purposes and objects set forth herein and any amendment hereof.

The foregoing paragraph shall be construed as enumerating both objects and powers of this corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation and this corporation shall enjoy all the rights, privileges and immunities of a corporation operating for profit under and prescribed by the laws of the State of Florida appertaining to such corporations.

### **ARTICLE III**

The amount of Capital Stock authorized shall consist of One Hundred (100) shares of common voting stock having a par value of One Dollar (\$1.00) per share. All of the authorized stock of this corporation shall be fully paid and non-assessable upon issue, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor and services, at a just valuation to be fixed by the Board of Directors of this corporation. The directors of this corporation, in any legal meeting, are authorized to issue and dispose of all or any part of the authorized stock of this corporation for such consideration aforesaid, at a valuation as the directors thereof deem equitable.

### **ARTICLE IV**

The amount of capital with which this corporation will begin business is One Hundred and No/100 (\$100.00) Dollars.

### **ARTICLE V**

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

### **ARTICLE VI**

The principal place of business of said corporation in the State of Florida is: 707 19<sup>th</sup> Avenue, Palmetto, Manatee County, Florida 34221. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

### **ARTICLE VII**

This corporation shall have two (2) directors initially. The number of directors of this corporation may be increased or decreased from time to time by the Bylaws of this corporation, but the number of directors shall never be less than one (1) nor more than three (3).

### **ARTICLE VIII**

The names and post office addresses of the first Board of Directors officers of this corporation who shall hold office for the first year of the existence of this corporation or until their successors are elected, and the respective offices which they will hold, are:

<b>NAME</b>	<b>ADDRESS</b>	<b>OFFICE</b>
<b>DEBORAH L. LAKE</b>	<b>707 19<sup>th</sup> Avenue Palmetto, Florida 34221</b>	<b>Vice President/Secretary Director</b>
<b>JIMMY K. LAKE</b>	<b>707 19<sup>th</sup> Avenue Palmetto, Florida 34221</b>	<b>President/Treasurer Director</b>

#### **ARTICLE IX**

The name and post office address of each shareholder of these Articles of Incorporation, and the statement of the number of shares and class of stock of each said shareholder is as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>SHARES</b>	<b>VALUE</b>
<b>DEBORAH L. LAKE</b>	<b>707 19<sup>th</sup> Avenue Palmetto, Florida 34221</b>	<b>50</b>	<b>\$ 50.00</b>
<b>JIMMY K. LAKE</b>	<b>707 19<sup>th</sup> Avenue Palmetto, Florida 34221</b>	<b>50</b>	<b>\$ 50.00</b>

#### **ARTICLE X**

These Articles of Incorporation may be amended in a manner provided therefor by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the voting stockholders of this corporation. Any question or motion or action of the voting stockholders of this corporation shall be decided by a majority vote of the stock entitled to vote thereon. The Bylaws of this corporation shall be promulgated, adopted, amended, changed or deleted by the voting stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors and the directors thereof shall be elected at the annual meeting of the voting stockholders of this corporation. No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office or being a director or agent of this corporation. Vacancies in the officers and directors of this corporation shall be filled as prescribed in the Bylaws of this corporation. This corporation shall have and enjoy all of the rights,

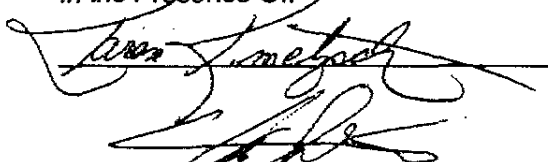
privileges and immunities of a corporation operating for profit under the laws of the State of Florida appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the offices in this corporation subsequent to the initial offices may be increased, deleted or changed by the Bylaws of this corporation in keeping with the laws of the State of Florida appertaining thereto. Any action taken by the corporation may be ratified by a writing signed by all of the voting stockholders, thereby dispensing with the formalities of special and annual meetings of the stockholders and directors.

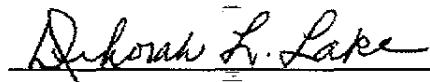
#### **ARTICLE XI**

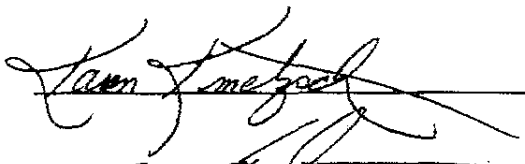
The street address of the initial registered office of this corporation is: 707 19<sup>th</sup> Avenue, Palmetto, Manatee County, Florida 34221, and the name of the initial registered agent of this corporation is Jimmy K. Lake.

IN WITNESS WHEREOF, the undersigned, each a natural person competent to contract, being the original subscribers of the capital stock of this corporation, as hereinabove set forth, and in pursuance of the laws of the State of Florida appertaining to the formation of a corporation for profit, do now subscribe, acknowledge and file these Articles of Incorporation, hereby declaring that the matters herein stated are true and they do respectively agree to take the number of shares of stock for the value of the consideration above set forth, and do accordingly set their hands and seals this 5<sup>th</sup> day of December, 2002.

Signed, Sealed and Delivered  
In the Presence Of:

  
As to the signature of Deborah L. Lake

 (SEAL)  
DEBORAH L. LAKE

  
As to the signature of Jimmy K. Lake

 (SEAL)  
JIMMY K. LAKE

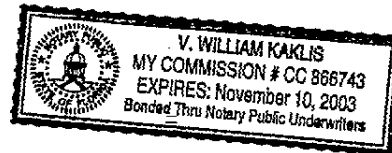
**SUBSCRIBERS**

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared DEBORAH L. LAKE and JIMMY K. LAKE the subscribers, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation. He is personally known to me or produced a N/A as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 5<sup>th</sup> day of December, 2002.

  
Notary Public





**CERTIFICATE OF REGISTERED OFFICE  
AND DESIGNATION OF REGISTERED AGENT**

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of **PASSING TIMES, INC.**, a corporation duly organized and existing under the laws of the State of Florida is: 707 19<sup>th</sup> Avenue, Manatee County, Palmetto, Florida 34221.

2. The Registered Office of this corporation is:

707 19<sup>th</sup> Avenue, Palmetto, Manatee County, Florida 34221.

3. The Registered Agent of this corporation is:

<b>NAME</b>	<b>ADDRESS</b>
<b>JIMMY K. LAKE</b>	<b>707 19<sup>th</sup> Avenue, Palmetto, Florida 34221</b>

5. The name and address of each subscriber to these Articles of Incorporation are:

<b>NAME</b>	<b>ADDRESS</b>
<b>DEBORAH L. LAKE</b>	<b>707 19<sup>th</sup> Avenue Palmetto, Florida 34221</b>
<b>JIMMY K. LAKE</b>	<b>707 19<sup>th</sup> Avenue Palmetto, Florida 34221</b>

**PASSING TIMES, INC.**

By: \_\_\_\_\_

**JIMMY K. LAKE - Subscriber**

By: \_\_\_\_\_

**DEBORAH L. LAKE - Subscriber**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

**OF**

**PASSING TIMES, INC.**

Having been named a 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: December 5 2002

  
JIMMY K. LAKE  
Registered Agent