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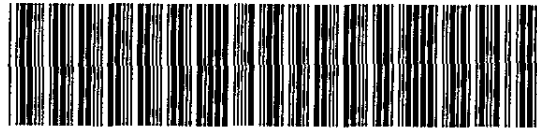
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05/10/06

PERLMAN, YEVOLI & ALBRIGHT, P.L.
ATTORNEYS AT LAW

May 8, 2006

Department of State
Division of Corporations
2661 Executive Center Cir.
Tallahassee, FL 32301

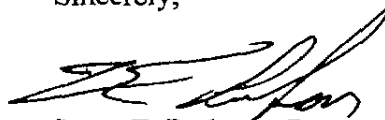
Re: Passport Resorts, Corp.

Dear Sir/Madame:

Enclosed please find the articles of incorporation of Passport Resorts, Corp together with this firm's check in the amount of \$70.00.

Please file the enclosed articles as quickly as possible.

Sincerely,



Jason E. Perlman, Esq.

Cc: Passport Resorts, Corp.

ARTICLES OF INCORPORATION
OF
PASSPORT RESORTS, CORP.
A FLORIDA CORPORATION

SECRET
DIVISION
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The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is PASSPORT RESORTS, Corp.

ARTICLE II

ADDRESS

The mailing address of the Corporation is 5958 Johnson St. Hollywood, FL 33021.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue the following shares:

Class	Number of Shares	Par Value
COMMON	5,000,000	\$.0001
PREFERRED	5,000,000	\$.0001

The designations and the powers, preferences and rights, and the qualifications or restrictions thereof are as follows:

The preferred shares shall be issued from time to time in one or more series, with such distinctive serial designations as shall be stated and expressed in the resolution or resolutions providing for the issuance of such shares as adopted by the Board of Directors; the Board of Directors is expressly authorized to fix the annual rate or rates of dividends for the particular series, the dividend payment dates for the particular series and the date from which dividends on all shares of such series issued prior to the record date for the first dividend payment date shall be cumulative, the redemption price or prices for the particular series, the voting powers for the particular series, the rights, if any, of the holders of the shares of the particular series to convert the same into shares of any other series or class or other securities of the corporation, with any provisions for the subsequent adjustment of such conversion rights, the rights, if any, of the particular series to participate in distributions or payments upon liquidation, dissolution or winding up of the corporation, and to classify or reclassify any unissued preferred shares by fixing or altering from time to time any of the foregoing rights, privileges and qualifications.

All the preferred shares of any one series shall be identical with each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative; and all preferred shares shall be of equal rank, regardless of series, and shall be identical in all respects except as to the particulars fixed by the Board of Directors as hereinabove provided or as fixed herein.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1500 N Federal Hwy Suite 250, Ft. Lauderdale, FL 33304, and the name of the initial Registered Agent of the Corporation at that address is Perlman, Yevoli & Albright, P.L. 1500 N. Federal Hwy. Suite 250 Ft. Lauderdale, FL 33304.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Fraser Austin	5958 Johnson St. Hollywood, FL 33021

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Jason E. Perlman, Esq.	1500 N. Federal Hwy Suite 250 Ft. Lauderdale, FL. 33304

ARTICLE IX
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of May, 2006.


JASON E. PERLMAN, ESQ., Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: May 9, 2006

Perlman, Yevoli & Albright, P.L.

By:


Jason E. Perlman, President
Initial Registered Agent

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