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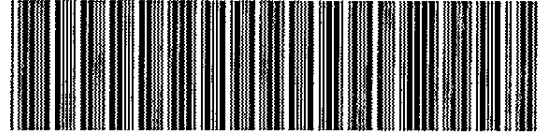
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-31-06  
JLD

LABARBERA AND CAMPBELL  
*Attorneys and Counselors at Law*

MICHAEL D. LABARBERA  
EDWARD S. CAMPBELL, III

1907 WEST KENNEDY BOULEVARD  
TAMPA, FLORIDA 33606  
(813) 251-1940 FAX: (813) 251-3240

August 29, 2006

Secretary of State  
Corporations Divisions  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Pass Industries, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above named corporation and our firm's check in the sum of \$78.50 representing the following incorporation fees:

Filing Fee:	\$35.00
Certificate of	
Resident Agent	35.00
Certified copy of	
Articles	<u>8.75</u>
Total	\$78.50

Your prompt attention and consideration in this matter will be greatly appreciated.

Very truly yours,



Michael D. LaBarbera

MLB:tes  
Enclosures

**CONSENT TO USE OF CORPORATE NAME  
OF  
PASS INDUSTRIES, INC.**

The undersigned, as President and sole Director of W.C. Padgett, Inc., hereby consents to the formation of a corporation by the name of PASS INDUSTRIES, INC. and the use of that name and would state:

1. W. C. Padgett, Inc. was formerly known as PASS INDUSTRIES, INC. and has, by Amendment to its Articles of Incorporation as filed with the Florida Secretary of State has changed its name to W.C. Padgett, Inc.
2. W.C. Padget, Inc. is selling, transferring and assigning the name Pass Industries and Pass Industries, Inc. to the corporation being formed under the name of PASS INDUSTRIES, INC. and consents to and has no objection to use of the name of PASS INDUSTRIES, INC. by a new corporation of that name.
3. The Board of Directors of Pass Industries, Inc. has approved this consent.

Dated: August 28, 2006.

W. C. Padgett, Inc. f/k/a  
Pass Industries, Inc.

Sandra Stanish  
Sandra Stanish, President and Director

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PASS INDUSTRIES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation shall be:

PASS INDUSTRIES, INC.

ARTICLE II  
PURPOSES

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

ARTICLE III  
TERM OF EXISTENCE

The duration of this corporation is to be perpetual.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue 600 shares of common stock, with a par value of \$1.00, which shall be designated "common shares."

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1907 West Kennedy Blvd., Tampa, Florida 33606.

The name of the initial registered agent of this corporation at that address is Michael D. LaBarbera.

The principal office and mailing address of the corporation is 5015 E. Hillsborough Avenue, Tampa, Florida 33610.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
L.V. Thompson	5015 E. Hillsborough Ave. Tampa, FL 33610

ARTICLE VII  
OFFICERS

The initial officers of this corporation shall be as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	L.V. Thompson	5015 E. Hillsborough Ave. Tampa, FL 33610

The Board of Directors shall have the authority to elect or appoint officers as may be determined by the bylaws of the corporation and resolutions of the Board of Directors.

ARTICLE VIII  
INCORPORATORS

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
President	L.V. Thompson 5015 E. Hillsborough Ave. Tampa, FL 33610

ARTICLE IX  
INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting, if consent is in writing, setting

forth the action so taken, which shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

#### ARTICLE X STOCK TRANSFER RESTRICTIONS

If all, or any of the shareholders or subscribers to the stock of the corporation shall enter into any agreement among themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificate of stock shall be registered so that the shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

#### ARTICLE XI INSPECTION OF BOOKS

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

#### ARTICLE XII TELEPHONE MEETINGS

Members of the board of directors or an executive committee shall be deemed present at a meeting if a conference telephone or similar communications equipment in the meeting can hear each other is used.

#### ARTICLE XIII PARTLY PAID SHARES

The board of directors may, by resolution, authorize the issue of the whole or any part of the shares of stock of the corporation as partly paid, subject to the provisions of Florida Statutes.

#### ARTICLE XIV INTERESTED DIRECTORS OR OFFICERS

No contract, act or transaction of the corporation with any person or persons, firm or

corporation, in the absence of fraud, shall be effected or invalidated by the fact that any officer or officers, director or directors of the corporation is a party to or are the parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

#### ARTICLE XV BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.


#### ARTICLE XVI LONG TERM EMPLOYMENT CONTRACT

The board of directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

#### ARTICLE XVII DIRECTORS' RELIANCE ON CORPORATE RECORDS

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation, executes these articles of incorporation and certifies to the truth of the facts stated herein, this 28<sup>th</sup> day of August, 2006.

  
\_\_\_\_\_  
LESLIE V. THOMPSON

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

The undersigned having been designated as and appointed as registered agent hereby accepts the appointment pursuant to Sec. 607.034, Fla.Stat., with said acceptance date to be simultaneous with the formation of PASS INDUSTRIES, INC., as a Florida corporation, pursuant to Florida law.

Dated at Tampa, Florida on the 28<sup>th</sup> day of August, 2006.



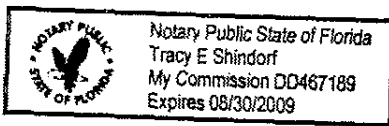
Michael D. LaBarbera


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

THIS INSTRUMENT ACKNOWLEDGED before me this 28<sup>th</sup> day of August,  
2006, by MICHAEL D. LABARBERA, who is personally known to me.



  
Notary Public **TRACY E. SHINDORF**  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_