

P11000022853

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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12:00 PM MAR 09 2011

FILED
2011 MAR -4 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

PassPort RailRoad FL Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

1011 Sorrento Drive, Weston, FL 33326-4505

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To engage in any lawful act of activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE IV SHARES

The number of shares of stock is:

Fifty million (50,000,000) shares of common stock, \$100. par value.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Stanley E. Taylor II, President & CEO, PO Box 3155, Tempe, AZ 85280-3155

David I. Cohen, Corporate Secretary, 105 Braulich Drive, Suite 300, Pittsburgh, PA 15237-3351

Carol A. Morocco, Corporate Treasurer, 1011 Sorrento Drive, Weston, FL 33326-4505

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Carol A. Morocco, 1011 Sorrento Drive, Weston, FL 33326-4505

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Carol A. Morocco, 1011 Sorrento Drive, Weston, FL 33326-4505

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Carol A. Morocco

Signature/Registered Agent

3-1-2011

Date

Carol A. Morocco

Signature/Incorporator

3-1-2011

Date