

TRANSMITTAL LETTER

P95000031211

State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PASSMORE & ASSOCIATES, INC.
(Proposed corporate name - must include suffix)

FILED
95 APR 17 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
 - \$78.75 Filing Fee & Certificate
 - \$122.50 Filing Fee & Certified Copy
 - \$131.25 Filing Fee, Certified Copy & Certificate
- Additional Copy Required

FROM: Ward Passmore
Name (printed or typed)

916 Oak St. N.E.
Address

St Petersburg, FL 33701
City, State & Zip

813-823-2219
Daytime Telephone number

400001450364
-04713795--01013--008
****78.75 ****78.75

NOTE: Please provide the original and one copy of the articles

ARTICLES OF INCORPORATION

FILED
95 APR 17 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FL 32304

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PASSMORE & ASSOCIATES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10707 66th Street North
Suite 16
PINELLAS PARK
FL 34666

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500 shares of common stock having \$1 par value per share

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ward Passmore
916 Oak St N.E.
St Petersburg
FL 33701

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Ward Passmore
President.

10707 66th St N., Suite 16,
Pinellas Park, FL 34666

Cynthia Passmore
Secretary, Treasurer
& Vice President

10707 66th St N., Suite 16.
Pinellas Park, FL 34666

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are listed above.

ARTICLE VI

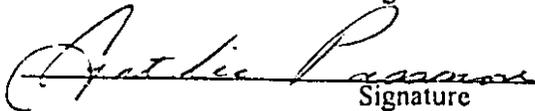
It is the intent of the incorporators that this corporation will file as a Subchapter S Corporation with the Internal Revenue Service.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

15 day of April, 19 95.



Signature



Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PASSMORE & ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

Ward Passmore

(NAME)

916 Oak St N.E.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

St. Petersburg, FL 33701

(CITY/STATE/ZIP)

FILED
95 APR 17 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Ward Passmore

(SIGNATURE)

April 15, 1995

(DATE)