

SAVON PARALEGAL SERVICES

P. O. BOX 12178, SARASOTA, FL 34278

Tel. (813) 957-4384

Fax (813) 957-4165



JAMES E. McCLOUD
PRESIDENT

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

500001468455
-04/24/95--01065--017
*****70.00 *****70.00

RE: CELLULAR PASSPORT, INC.
A Florida Corporation For Profit

Dear Sir:

Enclosed please find an original and one copy of our articles of incorporation for the above styled corporation together with our check for \$70.00. If there are any additional requirements please let me know.

Please mail any correspondence to the registered agent,

DONALD FLOOD, 1100 Point of Rocks Road, Sarasota, FL 34242.

Thank you for your time in this matter.

Sincerely,


JAMES E. MC CLOUD

Enc.

**ARTICLES OF INCORPORATION
OF
CELLULAR PASSPORT, INC.**

FILED
25 APR 25 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be CELLULAR PASSPORT, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation. The corporation shall have and exercise all the corporate powers enumerated in or otherwise permitted under the Florida General Corporation Act.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$20.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1100 Point of Rocks Road, Sarasota, FL 34242, and the name of the initial Registered Agent for the corporation at that address is DONALD FLOOD. The principal address and the mailing address of the corporation is the same.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually, or until dissolved according to law.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF-DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The manner in which Directors are elected or appointed shall be provided for in the bylaws of the corporation. The initial Board of Directors shall consist of:

DONALD FLOOD, President, 1100 Point of Rocks Road, Sarasota, FL 34242

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

DONALD FLOOD, President, 1100 Point of Rocks Road, Sarasota, FL
34242

IN WITNESS WHEREOF, the undersigned has hereunto set his/her
hand and seal on this 17 day of April, 19 95.

Incorporator,



STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared
DONALD FLOOD, who is personally known to me or who has
produced Drivers License as identification and who being
by me duly sworn, deposes and says this 17th day of April,
1995 that s(he) has read the foregoing Articles of Incorporation,
knows the contents, and to the best of his/her knowledge and
belief, the same is true.


NOTARY PUBLIC

Commission No. _____ ROBERT G. WORTH
Notary Public State of FL
Bonded thru Ohio Casualty Ins. Co.
My Comm. Expires 1-20-03
Commission #: CC172470

DESIGNATION OF AND ACCEPTANCE

BY REGISTERED AGENT

FILED

The following is submitted in compliance with the laws of the State of Florida. CELLULAR PASSPORT., a corporation organizing under the laws of the State of Florida, with its principal office and registered address located at 1100 Point of Rocks Road, Sarasota, FL 34242, has named DONALD FLOOD, whose address is the same as the registered address, 1100 Point of Rocks Road, Sarasota, FL 34242 as its Agent to accept service of process within this state.

ACCEPTANCE:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Article, I hereby agree to act in this capacity, and state that I am familiar with, and accept the obligations of Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent:



STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared DONALD FLOOD, who is personally known to me or who has produced Drivers License as identification and who being by me duly sworn, deposes and says this 19th day of June, 1995 that (s)he has read the foregoing Designation and Acceptance of Registered Agent, knows the contents, and is signing the same of his/her own free will.


NOTARY PUBLIC

Commission No.

ROBERT G. WORTH
Notary Public State of FL
Bonded thru Ohio Casualty Ins. Co.
My Comm. Expires 1-26-98
Commission #: CC172470

... P95000032854

HILLSTROM & ASSOCIATES
ATTORNEY'S at LAW
5777 BENEVA ROAD SOUTH
SARASOTA, FL 34233

900001961679
-10/01/96--01161--024
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment NC
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 SEP 20 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 9/20

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
93 SEP 20 PM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CELLULAR PASSPORT, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

This shall be an amendment to Article I of the Articles of Incorporation of Cellular Passport, Inc.

We the undersigned being all of Shareholders and Officers of Cellular Passport, Inc. (the "Corporation"), hereby agree and consent that the name of the corporation be changed from this 16 day September of 1996 to Passport Financial, Inc.

Dated: September 16, 1996


Donald Flood

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: SEPTEMBER 16, 1996.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____"
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 16 of September, 19 96

Signature

[Signature]
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

DONALD FLOOD
Typed or printed name

PRESIDENT
Title