

P96000017238

TRANSMITTAL LETTER

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

SUBJECT: First PASS, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

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-02/23/96--01049--014
*****70.00 *****70.00

FROM:

Richard J. Weiss
Name
161 Beth Lane, Apt. 214
Address
Melbourne, FL 32904
City, State, & Zip
(407) 722 3721
Telephone Number

Note: Additional copy of articles is needed when certified copy is requested.

RECEIVED
96 FEB 23 AM 10:25
DEPT. OF STATE
TALLAHASSEE, FLORIDA

63 2/24/96

FILED

96 FEB 23 AM 10:25

CLERK OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation

of

First PASS, Inc.

The undersigned incorporator, 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:

First PASS, Inc.

ARTICLE II PRINCIPAL OFFICE

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

**161 Beth Lane, Apt. 214
Melbourne, FL 32904**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: TEN THOUSAND SHARES OF \$ 1.00 PAR VALUE COMMON STOCK.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Richard J. Weiss
161 Beth Lane, Apt. 214
Melbourne, FL 32904

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Richard J. Weiss
161 Beth Lane, Apt. 214
Melbourne, FL 32904

ARTICLE VI VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto:

ARTICLE IX SUBCHAPTER "S" ELECTION

It is the intent of the incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election at the organization meeting hereof.

ARTICLE X I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

The undersigned has executed these Articles of Incorporation this 19th day of February, 1996.

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

CLERK OF THE STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: First Pass, Inc.

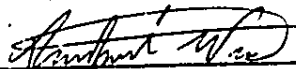
2. The name and address of the registered agent and office is:

Richard J. Weiss
(NAME)

161 Beth Lane, Apt. 214
(P.O. BOX NOT ACCEPTABLE)

Melbourne FL 32904
(CITY/STATE/ZIP)

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.

SIGNATURE 

DATE 2-20-96

REGISTERED AGENT FILING FEE: \$35.00