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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: PASSPORT COMMUNICATIONS GROUP INC.

AUDIT NUMBER.....H97000002700

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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nc 2/17/97

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ARTICLES OF INCORPORATION
OF
PASSPORT COMMUNICATIONS GROUP INC.

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97 FEB 14 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be: PASSPORT COMMUNICATIONS GROUP INC.

The principal place of business of this corporation shall be: 5875 S.W. 42nd Terr. Miami, FL 33155.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares \$ 1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

(P) Jason Fahlbush 5875 S.W. 42nd Terr. Miami, FL 33155
(VP) Jonathan Marin 1651 N.E. 115th St. #39C Miami, FL 33181

Prepared by: Jason Fahlbush 5875 SW 42nd Terr.
Miami, FL 33155
(305) 377-3983

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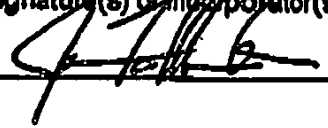
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Jason Fahlbush 5875 SW 42nd Terr. Miami, FL 33155

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 13th day of February, 19 97.

Signature(s) of Incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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 PASSPORT COMMUNICATIONS GROUP INC.

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

Jason Fahlbush

(P.O. BOX NOT ACCEPTABLE)

5875 S.W. 42nd Terr. Miami, FL 33155

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE



(corporate officer)

TITLE

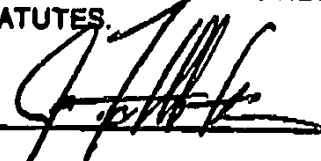
President

DATE

2/13/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

2/13/97

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