

P97000060452

TRANSMITTAL LETTER

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

SUBJECT: Passport Publishing, Inc.  
(Proposed corporate name - must include suffix)

200002235422--7  
-07/10/97--01105--001  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

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:

Jerald W. Byrd

Name (Printed or typed)

3104 N. Tanner Rd.

Address

Orlando, FL 32826

City, State & Zip

407-277-2973

Daytime Telephone number

FILED  
97 JUL 10 PM 1:09  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION  
OF  
PASSPORT PUBLISHING, INC.

FILED

97 JUL 10 PM 1:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I

Name. The name of this corporation is:

Passport Publishing, Inc.

ARTICLE II

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 3104 North Tanner Road, Orlando, Florida 32826, and the name of the initial registered agent of the corporation at that address is Jerald W. Byrd.

#### ARTICLE VI

Number of Directors. This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

#### ARTICLE VII

Initial Board of Directors. The names and street addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Jerald W. Byrd	3104 North Tanner Road Orlando, FL 32826
Nancy B. Byrd	3104 North Tanner Road Orlando, FL 32826
John D. Stough	1871 Barker Drive Winter Park, FL 32789

#### ARTICLE VIII

Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Jerald W. Byrd	3104 North Tanner Road Orlando, FL 32826

#### ARTICLE IX

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE X

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

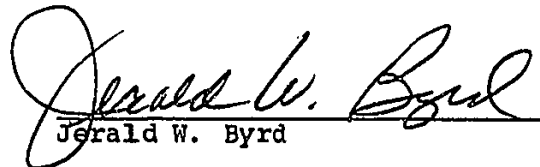
ARTICLE XI

By-Laws. The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII

Preemptive Rights. Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and he acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 1st day of July, 1997.

  
Jerald W. Byrd

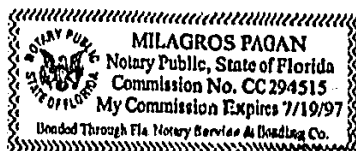
STATE OF FLORIDA)

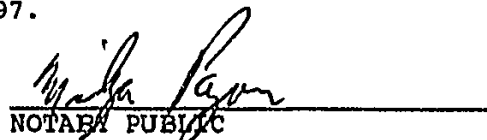
COUNTY OF ORANGE)

*Exp. 2001*

BEFORE ME personally appeared JERALD W. BYRD, to me well known, or produced FLICK # 8670-439-118-188 as identification and took an oath, and proved to me to be the incorporator described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 9th day of July, 1997.



  
NOTARY PUBLIC

**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to the Florida General Corporation Act, the following  
is submitted, in compliance with said Act:

Passport Publishing, Inc., desiring to organize as a  
corporation under the laws of the State of Florida with its  
registered office at 3104 North Tanner Road, Orlando, FL 32826, has  
named Jerald W. Byrd, located at the above registered office, as  
its Registered Agent to accept service of process within this  
state.

**ACKNOWLEDGMENT:**

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 further agree to comply  
with the provisions of said Act relative to keeping open said  
office.

By:   
Registered Agent

Date: July 1, 1997

**FILED**  
97 JUL 10 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA