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LAW OFFICES

Richard P. Greene, P.A.

INTERNATIONAL BUILDING
2455 EAST SUNRISE BOULEVARD
SUITE 905
FORT LAUDERDALE, FLORIDA 33304
TELEPHONE: (954) 564-6616
FAX: (954) 561-0997

FILED
98 AUG -3 AM 11:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

July 31, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: NiPass Management Company

600002605576--8
-08/03/98--01094--026
*****70.00 *****70.00

Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to request that you file the enclosed Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Articles. Also enclosed is a check for \$70.00 made payable to the Secretary of State for the filing fee. Please send a copy of the filed Articles of Incorporation to me at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.

Richard P. Greene

Richard P. Greene
For the Firm

E. Green

RPG/evb
Enclosures
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AUTHORIZATION BY FILING TO
CORRECT *Copy Name*
DATE *8-6-98*
DOC. EXAM *CP*

CP
8-6-98

**ARTICLES OF INCORPORATION
OF
NiPASS MANAGEMENT COMPANY**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

**ARTICLES I
NAME AND ADDRESS**

The name and address of the principal office and/or mailing address of the Corporation is as follows:

**NiPass Management Company
6912 SW 37th Street
Miramar, Florida 33023**

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLES IV
CAPITAL STOCK**

This Corporation is authorized to issue 7,500,000 shares of \$.0001 par value common stock.

Prepared by:
Richard P. Greene, P.A.
Richard P. Greene, Esquire
2455 East Sunrise Boulevard, Suite 905
Fort Lauderdale, Florida 33304
(954) 564-6616
Florida Bar Number: 504378

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ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 6912 SW 37th Street, Miramar, Florida 33023 and the name of the initial registered agent of this Corporation at such address is Nigel DePass.

ARTICLES VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Nigel DePass
6912 SW 37th Street
Miramar, Florida 33023

Lancelot Alexander
9791 W. Elm Lane
Miramar, Florida 33025

Jacqueline Watson-Diaz
6912 SW 37th Street
Miramar, Florida 33023

ARTICLE VIII
INCORPORATORS

The name and address of the Corporation's incorporator is:

Richard P. Greene
2455 East Sunrise Boulevard, Suite 905
Fort Lauderdale, Florida 33304

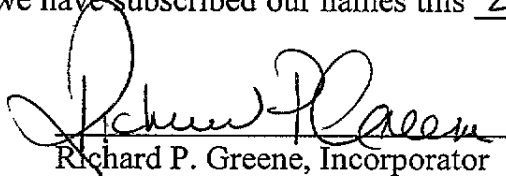
ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X
LIMITATION ON SHAREHOLDER SUITS

Shareholders shall not have a cause of action against the Company's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHEREOF, we have subscribed our names this 23 day of July, 1998.

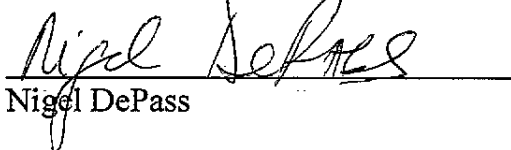


Richard P. Greene, Incorporator
2455 East Sunrise Boulevard, Suite 905
Ft. Lauderdale, Florida 33304

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

NiPass Management Company

By:


Nigel DePass

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TALLAHASSEE, FLORIDA