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LAW OFFICES OF

JOHN D. SPEAR

SUNSHINE PROFESSIONAL CENTER

9200 BONITA BEACH ROAD

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BONITA SPRINGS, FLORIDA 34135-4278

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FILED

98 OCT 19 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(941) 947-1102
FAX (941) 947-5055

JOHN D. SPEAR
BOARD CERTIFIED REAL ESTATE ATTORNEY
JAMES E. KERR

October 15, 1998

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

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-10/19/98--01080--011
****122.50 *****78.75

RE: THE BOARDING PASS, INC.

Dear Sir or Madam:

Enclosed are two originals of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing payment of the following:

| | |
|------------------------------|-----------------|
| Filing Fee | \$ 35.00 |
| Certified Copy | 52.50 |
| Registered Agent Designation | 35.00 |
| | <u>\$122.50</u> |

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,

John D. Spear

John D. Spear

JDS/sav

Enclosures

cc: Patricia Olson
Elizabeth Finnegan

Sylvia GAVE
AUTHORIZATION BY PHONE TO
CORRECT *BA address*
DATE *October 19*
DOC. EXAM. *PH*

P. Hall

OCT 21 1998

(6)

**ARTICLES OF INCORPORATION
OF
THE BOARDING PASS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, natural persons competent to contract, hereby form and establish a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is **The Boarding Pass, Inc.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation shall be located at the following address:

**18209 Fern Road
Ft. Myers, FL 33912**

The mailing address of the Corporation is as follows:

PO Box 2148
Bonita Springs, FL 34133

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

Patricia A. Olson
18209 Fern Rd
Ft. Myers, FL 33912

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be decreased or increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are:

Patricia A. Olson
PO Box 3278
Bonita Springs, FL 34133

Elizabeth Finnegan
18209 Fern Road
Ft. Myers, FL 33912

The persons named as initial directors shall hold office for

the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:


Patricia A. Olson
PO Box 3278
Bonita Springs, FL 34133

Elizabeth Finnegan
18209 Fern Road
Ft. Myers, FL 33912

ARTICLE X. AMENDMENT

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 stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 15th day of October, 1998.

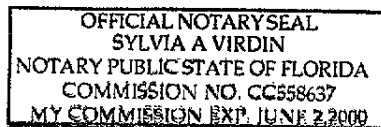

PATRICIA A. OLSON, Incorporator


ELIZABETH FINNEGAN, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 15th day of October, 1998, by Patricia A. Olson, and Elizabeth Finnegan. They are personally known to me or have produced a driver's license as identification.



Sylvia A. Virdin
Signature of Notary Public

Sylvia A Virdin
Printed Name of Notary Public

Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS SHALL BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **THE BOARDING PASS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Lee County, State of Florida, has named **Patricia A. Olson** as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


PATRICIA A. OLSON
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 19 AM 11:05

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