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FLORIDA PROFIT CORPORATION OR P.A.

Pass.com, Inc.

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W-19589



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 24, 1999

MILAM, OTERO

SUBJECT: PASS.COM, INC.
REF: W99000019589

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION**OF****Pass.com, Inc.****ARTICLE I****Name and Duration**

The name of the Corporation is Pass.com, Inc. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II**Principal Office**

The address of the principal office and mailing address of the Corporation in the State of Florida is 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

ARTICLE III**Registered Office and Agent**

The street address of the registered office in the State of Florida is 50 North Laura Street, Suite 2750, Jacksonville, Duval County, Florida 32202. The name of the registered agent at such address is MOTOLAW, Inc.

ARTICLE IV**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

Prepared by G. Alan Howard, Esq.
Milam Otero Larsen Dawson & Traylor, P.A.
50 North Laura Street, Suite 2750
Jacksonville, FL 32202
Phone No. 904/798-3700
Florida Bar Number 0104760

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ARTICLE VCapital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is one thousand (1,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VIIncorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
MOTOLAW, Inc.	50 North Laura Street Suite 2750 Jacksonville, Florida 32202

ARTICLE VIIBoard of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as the initial directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
G. Alan Howard	50 North Laura Street, Suite 2750 Jacksonville, Florida 32202
Jackson Mumey	50 North Laura Street, Suite 2750 Jacksonville, Florida 32202

H99000021203

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Larry Fairman

50 North Laura Street, Suite 2750
Jacksonville, Florida 32202ARTICLE VIIIAmendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IXBylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XIndemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XITransfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

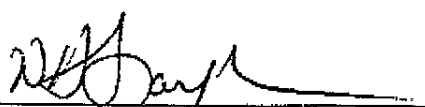
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The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this August 24, 1999.

MOTOLAW, Inc., a Florida corporation

By:


W. Hamilton Traylor, Vice President

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Pass.com, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named MOTOLAW, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Florida Statutes.

MOTOLAW, Inc., a Florida corporation

By: 

W. Hamilton Traylor, Vice President

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