



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

F95000001971

March 20, 1995

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: Pan World Resources Corporation
9109112273298

Dear Sir or Madam:

Enclosed please find Application for Certificate of Authority, Certificate of Good Standing and our check(es) in the amount of \$70.00 for Pan World Resources Corporation

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 208 with questions regarding the enclosed application.

Sincerely,

Kimberly Andras
Kimberly Andras

enc.

300001441223
-03/28/95--01045--017
*****70.00 *****70.00

W95-6811

4/24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 AM 10:14



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1995

KIMBERLY ANDRAS
THE COMPANY CORPORATION
201 N. WALNUT ST, 3 CHRISTINA CENTRE
WILMINGTON, DE 19801

SUBJECT: PAN WORLD RESOURCES CORPORATION
Ref. Number: W95000006811

We have received your document for **PAN WORLD RESOURCES CORPORATION** and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2100.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 795A00013999

AFFIDAVIT

I HEREBY SWEAR AND AFFIRM that the dates listed in number 6 of the Application were in error and the prior activities of Pan World Resources Corporation of 6092 Clark Center Avenue, Sarasota, Florida 34238 did not constitute transacting business or conducting affairs pursuant to Section 607.1501 or 617.1501, Florida Statutes and that number 6 of the Application should read "upon qualification."



JOSEPH J. REYNOLDS
Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOSEPH J. REYNOLDS, Secretary/Treasurer, Pan World Resources Corporation, personally known to me or who has produced a Florida Drivers License as identification, and who did take an oath to execute the same for the purposes herein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of April, 1995.



NOTARY PUBLIC - State of Florida

Print Name: Kenneth L. Marshall
Commission No.: _____

(SEAL)

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: June 29, 1995.
BONDED TIRU NOTARY PUBLIC UNDERWRITERS,

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 24 AM 10:14

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

- Pan World Resources Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- Delaware 3. 51-0337151
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 11, 1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 7, 1992
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 6092 Clark Center Avenue
Sarasota, Florida 34238
(Current mailing address)
8. Personnel Services, any lawful act or activity for which corporations may be
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) organized.
9. Name and street address of Florida registered agent:
Name: Larry Wolf
Office Address: 200 A John Knox Road
Tallahassee FL, Florida, 32303-6642
(Zip Code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
See attached
(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 24 AM 10:14

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: G. Willard Howe

Address: 6092 Clark Center Ave
Sarasota, Florida 34238

Vice Chairman: Joseph J. Reynolds

Address: 6092 Clark Center Ave
Sarasota, Florida 34238

Director: Cora S. Reynolds

Address: 6092 Clark Center Ave
Sarasota, Florida 34238

Director: Lynn Hathaway

Address: 6092 Clark Center Ave
Sarasota, Florida 34238

B. OFFICERS

President: G. Willard Howe

Address: 6092 Clark Center Ave
Sarasota, Florida 34238

Vice President: Cora S. Reynolds

Address: 6092 Clark Center Ave
Sarasota, Florida 34238


Secretary: Joseph J. Reynolds

Address: 6092 Clark Center Ave
Sarasota, Florida 34238

Treasurer: Joseph J. Reynolds

Address: 6092 Clark Center Ave
Sarasota, Florida 34238

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph J. Reynolds Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Pan World Resources Corporation
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Sarasota, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

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.


Larry Wolfe

3/24/95
Date

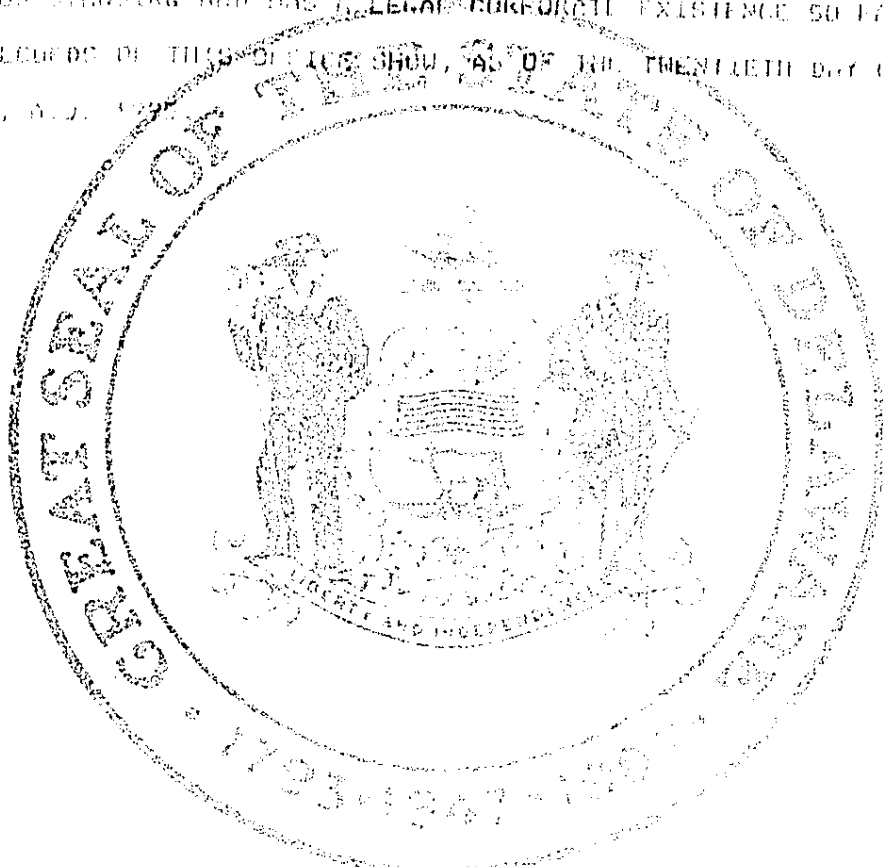
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 24 AM 10:15

State of Delaware

PAGE 1

Office of the Secretary of State

ROBERT J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT WORLD RESOURCES CORPORATION IS FULLY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MARCH, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 24 AM 10:15



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

F95000001971

MIRKIN & WOOLF, P.A.

Attorneys at Law

SouthTrust Center - Suite 580
1700 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33401
phone 561-687-4460
fax 561-687-3447
e-mail: bialow@mirkinwoolf.com

October 3, 1997

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

100002312151--9
-10/06/97--01045--001
*****87.50 *****87.50

Re: Pan World Resources Corporation

Ladies and Gentlemen:

Enclosed on behalf of Pan World Resources Corporation, a Delaware corporation, please find an Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida (original and duplicate) along with a check in the amount of \$87.50 payable to the Florida State Department to cover the filing fee therefor. Please send a Certificate of Withdrawal to the undersigned at the letterhead address.

Next, enclosed please find Articles of Incorporation of Pan World Resources Corporation (original and duplicate) along with a check in the amount of \$122.50 to cover the filing fee therefor. Please send a certified copy of the Articles of Incorporation to the undersigned at the letterhead address.

If you have any questions concerning the Application for Withdrawal by the Delaware corporation or the Articles of Incorporation for the Florida corporation please call me.

Thank you.

Very truly yours,

MIRKIN & WOOLF, P.A.

Mark H. Mirkin
Mark H. Mirkin
MHM/cmf

cc: Joseph J. Reynolds

FILED
97 OCT - 6 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withdrawal
LJS

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA

Pan World Resources Corporation
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

91 OCT -6 AM 10:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pan World Resources Corporation, a Delaware corporation, is no longer transacting business within the State of Florida and hereby voluntarily surrenders its authority to transact business in Florida.

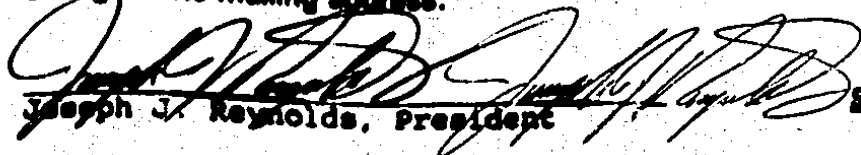
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Mirkin & Wolf, P.A., 1700 Palm Beach Lakes Blvd. #500
(Mailing Address)

West Palm Beach, FL 33401
(City - State - Zip)

This corporation agrees to notify the Department of State in the future of any change in its mailing address.


Joseph J. Reynolds, President

September 25, 1997
Date