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To:  
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From:  
Account Name : STEINBERG & YAPPE, P.A.  
Account Number : I19980000080  
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FLORIDA PROFIT CORPORATION OR P.A.

Pandacus, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
PANDACUS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.  
Name**

The name of the corporation shall be:

**PANDACUS, INC.**

**ARTICLE II.  
Nature of Business**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III.  
Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock having \$1 par value. The corporation will begin business with \$50,000,000.00 in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV.  
Principal Place of Business**

The street address of the initial principal place of business of the corporation shall be

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*Pandacus, Inc.  
Articles of Incorporation  
Page 2 of 4*

757 Arthur Godfrey Road, Miami Beach, Florida 33140, or such other location as the Board of Directors may designate.

**ARTICLE V.  
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.  
Initial Board of Directors**

This corporation shall have ONE director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

**ARTICLE VII.  
Subscriber**

The name and street address of the subscriber of this corporation is:

Paul B. Steinberg  
767 Arthur Godfrey Road  
Miami Beach, Florida 33140-3413

**ARTICLE VIII.  
Officers**

The name and street address of the officers of this corporation is:

NAME/ADDRESS	POSITION
Sergio Massaglia 757 Arthur Godfrey Road Miami Beach, Florida 33141	President/Director

H00000060689 7

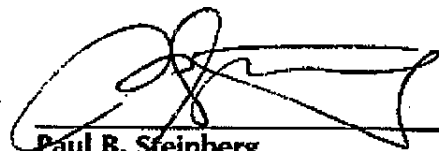
H0000060689 7

*Pandacus, Inc.  
Articles of Incorporation  
Page 3 of 4*

**ARTICLE IX.  
Registered Office & Registered Agent**

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140-3413, and the name of the initial registered agent of this corporation at that address is Richard L. Steinberg, Esq.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 17 day of November, 2000.

  
\_\_\_\_\_  
Paul B. Steinberg  
Subscriber

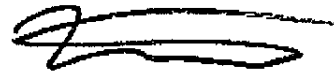
H00000060689 7

*Pandacus, Inc.  
Articles of Incorporation  
Page 4 of 4*

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for PANDACUS, INC., I hereby accept the appointment as registered agent and agree to act in this capacity and to comply with the provisions of these Articles. I further agree to comply with the provisions of all statues 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.

Dated this 17<sup>th</sup> day of November, 2000.



Richard L. Steinberg, Esq.  
Registered Agent

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