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PAN AMERICAN HOLDING
CORPORATION

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by ch, or Jan. 27, 1972

RICHARD (DICK) STONE
SECRETARY OF STATE

ATTORNEYS AT LAW

ROSCOE BRUNSTETTER
JOSEPH H. MURPHY
BEN V. MESIANO
JOHN D BENNETT

Hon. Richard Stone
Secretary of State
Tallahassee, Florida

I enclose herewith original and one copy of Certificate of Incorporation for PAN AMERICAN HOLDING CORPORATION, together with check in the amount of \$47.00, to cover the following costs:

JOSEPH H. MURPHY

OK out 1-27-72
pp

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BRUNSTETTER, MURPHY & MESIANO

ATTORNEYS AT LAW

1830 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

ROSCOE BRUNSTETTER

JOSEPH H. MURPHY

BEN V. MESIANO

JOHN B. BENNETT

TELEPHONE 445-2551
AREA CODE 308

January 26th, 1972

Mr. Murray McLaughlin, Chief
Bureau of Corporation Records
Department of State
The Capitol
Tallahassee, Florida 32304

FILED
JAN 27 3 53 PM 1972
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: MAJORCA INVESTMENTS, INC.
PAN AMERICAN HOLDING CORPORATION

Dear Mr. McLaughlin:

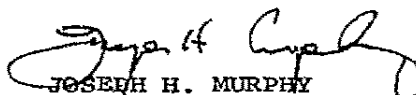
I received your letters in connection with both of the above corporations, and I now enclose checks in the amounts of \$21.00 and \$10.00, representing the balances due, i.e., \$21.00 for Pan American Holding Corporation and \$10.00 for Majorca Investments, Inc.

To each Certificate and copy, we have also added Schedule A, which Amends Paragraph VII on Page 3, to show the required names and addresses of the three Directors of the corporations.

I also enclose copies of both of your letters regarding the matters to be corrected, for the purpose of identification.

After the Certificates have been granted, would you please certify the extra copies of each charter and return them to me. In the meantime, I enclose an extra copy of this letter for you to sign on the line indicated and return to me as your receipt for the enclosures.

Very truly yours,


JOSEPH H. MURPHY

JHM:bc

Enc.

PRIVILEGE TAX	
C. TAX	21.00
FEES	
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	21.00
BALANCE DUE	
REFUND	

PAN AMERICAN HOLDING CORP

Joseph H. Murphy
Coral Gables, Fla.

6 Jan. 72

*cc
Amk*

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JAN 27 3 53 PM 1972
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF FLORIDA
Department of State
THE CAPITOL
TALLAHASSEE 32304

RICHARD (DICK) STONE
SECRETARY OF STATE

January 7, 1972

Joseph H. Murphy, Esquire
Attorney at Law
1830 Ponce De Leon Boulevard
Coral Gables, Florida 33134

ROY L. ALLEN, DIRECTOR
DIVISION OF CORPORATIONS

JAN 27 3 53 PM 1972
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Dear Mr. Murphy:

Subject: PAN AMERICAN HOLDING CORPORATION

Document: returned X pending _____
Charter X Amendment _____ Merger _____ Dissolution _____

1. _____ Name is not available.
2. _____ Name must include a corporate suffix.
3. X Check for \$ 47 has been received and deposited but is insufficient to cover: Charter tax y Filing fee _____
Certified copy _____ Resident agent fee _____ Privilege tax _____
Balance due \$21
4. _____ Complete mailing address for principal place of business, directors, and subscribers which must include a street address, rural route, or highway.
5. _____ The number of directors the corporation shall have must be shown with a statement designating the total number.
6. _____ All subscribers must sign and their signatures must be notarized.
7. _____ Notary public's acknowledgement is incomplete.
8. _____ President's signature must be acknowledged.
9. _____ Amendment must include a statement of approval of stockholders and directors.
10. _____ Resident agent must be designated at the time of filing certificate of incorporation. See attached for instructions.
11. _____ Capital stock tax due
(CONTACT FLORIDA REVENUE COMMISSION FOR AMOUNT DUE)
12. X Other Please list the names and addresses of the three directors in the articles.

Sincerely,

Richard (Dick) Stone
Secretary of State

Murray McLaughlin
By
Murray McLaughlin, Chief
Bureau of Corporation Records

MM/gn
Corp: 84
10-7-71

CERTIFICATE OF INCORPORATION

of

PAN AMERICAN HOLDING CORPORATION

WE, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

I.

The name of this corporation shall be PAN AMERICAN HOLDING CORPORATION.

II.

The general nature of the business and objects and purposes proposed to be transacted by this corporation are as follows:

1. To buy, sell, deal in, lease, hold or improve real property and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein, and to improve the same and generally to hold, manage, deal with and improve the property of the company and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements, and hereditaments or other property of the company.

2. To act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

3. To lend money secured by mortgage or other security, or without security; to borrow money for the purpose of investment or for any of the purposes of this corporation, and to issue bonds, debenture stock,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

notes or other obligations therefor and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this corporation, or to issue bonds, debenture stock, notes or other obligations without any such security; to accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property, and the collection and receipts of the proceeds thereof, and/or the income therefrom; to buy and sell negotiable paper, to execute deeds, mortgages, lot contracts, bonds for title, releases and any other such instruments as may be necessary for the carrying on of the business designated.

4. To transact the business of a real estate agent or broker and on behalf of others, buy, sell, deal in, lease, rent and manage real estate and any interest therein.

5. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation; and the above and foregoing businesses enumerated are intended as illustrative and not restrictive, and this corporation shall have the power to handle such other business or businesses, either in its own behalf or as agent or broker for others, and shall further engage in any or all like or kindred businesses above enumerated; and shall have and exercise all powers, privileges and immunities pertaining to corporations under the Laws of the State of Florida.

III.

The maximum amount of the capital stock of the corporation shall be not more than one hundred (100) shares of par value common stock having a par value of One Hundred (\$100.00) Dollars per share, all of which shall be paid for in lawful money of the United States of America, or in property, labor or services, provided that where said stock is paid for in or by labor, property or services, just valuation thereof shall be

fixed by the incorporators or by the Board of Directors in the manner provided by statute, and the stock issued shall be fully paid and non-assessable.

IV.

The amount with which this corporation shall begin business shall be in excess of Five Hundred (\$500.00) Dollars.

V.

The existence of the corporation shall be perpetual.

VI.

The principal office of this corporation shall be and is hereby located at 1830 Ponce de Leon Boulevard, Coral Gables, Florida 33134, or at such other place or places as the Board of Directors shall from time to time designate. JOSEPH H. MURPHY, whose address is 1830 Ponce de Leon Boulevard, Coral Gables, Florida, is hereby designated as Resident Agent of this corporation, upon whom service of process on this corporation as its business agent may be had until such time as some other Resident Agent has been appointed and certificate of acceptance of such appointment has been filed in the office of the Secretary of State, State of Florida, as provided by law.

VII.

The number of its Directors shall be three (3) but the By-Laws may provide for an increase in the number of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed and have qualified. See attached Schedule A for names and addresses of three Directors.

VIII.

The names and street addresses of the subscribers to this Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BENT H. KAABER	90 Edgewater Drive, Coral Gables, Florida
JOSEPH H. MURPHY	1830 Ponce de Leon Boulevard, Coral Gables, Florida

SCHEDULE A

The names and addresses of the three (3) Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BENT H. KAABER	90 Edgewater Drive, Coral Gables, Florida
JOSEPH H. MURPHY	1830 Ponce de Leon Boulevard, Coral Gables, Florida
BRIDGET CREAM	11180 S. W. 59th Terrace, Miami, Florida

IX.

Special charter provisions in furtherance of and not in limitation of the power conferred by the Laws of the State of Florida:

1. The Board of Directors is expressly authorized to make, alter, amend and repeal the By-Laws; to increase the number of its members under the corporation laws of the State of Florida, and to elect other and/or additional Directors to fill in offices so created; from time to time to determine whether and to what extent and to what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders. The corporation reserves the right to amend, alter or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereinafter prescribed by the Laws of the State of Florida pertaining to corporations; and all rights conferred to the officers, directors and stockholders herein granted are subject to this reservation.

2. It shall not be required that the directors and officers be stockholders in the corporation.

3. The stock certificates of this corporation, to replace lost or destroyed certificates, shall be issued only in accordance with the By-Laws of the corporation.

X.

In the event any stockholder desires to dispose of any of his stock in this corporation during his lifetime, he shall first offer to sell said stock to this corporation at a price to be determined by the book value of the stock as ascertained by a certified public accountant. Any share not purchased by this corporation within sixty (60) days after receipt of offer to sell shall be next offered to the other stockholders, each of whom shall have the right to purchase such portion of the stock offered for sale as the number of shares owned by him at such date

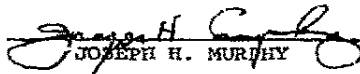
shall bear to the total number of shares owned by all of the other stockholders, provided, however, that if any stockholder does not purchase his full proportionate share of said stock, the unaccepted stock may be purchased by the other stockholders, and any of such stock thereafter not purchased by the corporation or the stockholders may be purchased by any other person or persons, for any amount acceptable to the stockholder wishing to dispose of his said stock, it being understood, however, that this corporation shall not at any one time have more than ten (10) stockholders, all of whom must be individuals or estates of deceased stockholders. No stockholder may be a non-resident alien, and only common stock may be issued. No transfer of stock hereunder shall be valid until the same has been duly recorded in the transfer records of this corporation.

XI.

This corporation shall operate in all respects under the Close Corporation Act of the State of Florida (Chapter 63-379 of the Laws of Florida as amended from time to time) and be entitled to all rights and benefits thereof.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this ____ day of January, 1972, for the purpose of forming this corporation under the Laws of the State of Florida; and we do hereby make and file in the office of the Secretary of State of Florida, this Certificate of Incorporation, and do hereby certify that the facts contained herein are true and correct.


BENT H. KAABER


JOSEPH H. MURPHY

STATE OF FLORIDA)
COUNTY OF DADE) ss:

BEFORE ME, the undersigned authority in and for the County of Dade and State of Florida, personally appeared BENT H. KAABER and JOSEPH H. MURPHY, to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and they acknowledged to and before me that they made and subscribed same for the purpose therein mentioned and set forth.

WITNESS my hand and official seal at Coral Gables, Florida, this
4 day of January, 1972.


Notary Public

BRUNSTETTER, MURPHY, MESSANO & BODIN, ATTORNEYS AT LAW, 1830 PENCE & LEON BOULEVARD, CORAL GABLES, FLORIDA, Telephone 443-7551
NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES DEC. 15, 1972
ADOPTED THROUGH FRED W. DIESTELHORST