



THE UNITED STATES CORPORATION COMPANY

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FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 00 FEB - 8 PM 2:43

ACCOUNT NO. : 072100000032
REFERENCE : 578165 4336650
AUTHORIZATION : Patricia Pizuto
COST LIMIT : \$ 78.75

ORDER DATE : February 7, 2000
ORDER TIME : 11:13 AM
ORDER NO. : 578165-005
CUSTOMER NO: 4336650

600003127826-4

CUSTOMER: Ms. Michelle E. Smith
Baker & Mckenzie
19th Floor
1200 Brickell Avenue
Miami, FL 33131

[Handwritten signature]

FOREIGN FILINGS

NAME: PAN AMERICAN HEALTH NETWORK INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

[Handwritten initials and date: 2/8/00]

RECEIVED 00 FEB - 8 PM 12:09 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Pan American Health Network Inc.
(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.)

2. State of Delaware 3. 65-0974850
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 21, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Andrew Hulsh, Baker & McKenzie
1200 Brickell Avenue, Suite 1900, Miami, Florida 33131
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may engage under the General Corporation Law of the State of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Lana R. [Signature]
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jose Antonio Torre

Address: 185 S.E. 14th Terrace

Miami, FL 33131

Director: Ezequiel Montemayor

Address: 185 S.E. 14th Terrace

Miami, FL 33131

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Jose Antonio Torre

Address: 185 S.E. 14th Terrace

Miami, FL 33131

Vice President: Ezequiel Montemayor

Address: 185 S.E. 14th Terrace

Miami, FL 33131

Secretary: Ezequiel Montemayor

Address: 185 S.E. 14th Terrace

Miami, FL 33131

Treasurer: Ezequiel Montemayor

Address: 185 S.E. 14th Terrace

Miami, FL 33131

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. Ezequiel Montemayor, Vice President, Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAN AMERICAN HEALTH NETWORK INC." IS DULY 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 SEVENTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAN AMERICAN HEALTH NETWORK INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0240831
DATE: 02-07-00