

H16239

Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
Account Number : 076150002103
Phone : (305)358-5900
Fax Number : (305)358-9490

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PANAMERICAN BANK

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

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No approval
required from
Banking

Amended
& Restated / NIC

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Fax Audit No. H02000000402 6

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PANINVEST CORP.
(Formerly known as PanAmerican Bank)

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, PanAmerican Bank hereby amends and restates its Articles of Incorporation as follows:

ARTICLE I

NAME

The name of the corporation is PanInvest Corp.

ARTICLE II

DURATION OF CORPORATE EXISTENCE

The corporation shall exist perpetually.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

THIS INSTRUMENT PREPARED BY:
Rene V. Murai
FL Bar #: 122154
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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ARTICLE IV**CAPITAL STOCK**

The corporation shall be authorized to issue 100,00 shares of common stock, par value of \$10.00 per share; 1,400,000 shares of common stock, par value \$5.00 per share; 3,000,000 shares of common stock, par value \$1.28 per share; 3,000,000 shares of common stock, par value \$1.15 per share; and 5,000,000 shares of common stock, par value \$1.00 per share. All of said common stock shall be referred to collectively as the "Common Stock". Each share of Common Stock shall have the same rights and privileges as all other shares of Common Stock with respect to all matters, including, but not limited to, voting rights, dividend rights, and rights upon liquidation. Holders of shares of Common Shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. There shall be no cumulative voting. Holders of shares of Common Stock do not have preemptive rights to subscribe to the Corporation's securities.

ARTICLE V**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VI**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent of this corporation are:

Murai, Wald, Biondo & Moreno, P.A.
900 Ingraham
25 S.E. 2nd Avenue
Miami, Florida 33131

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JAN-04-2002 FRI 01:11 PM Murai Wald Biondo

FAX NO. 305 358 9490

P. 04/06

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IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed this 31st day of December, 2001 by its duly authorized officers.

PANAMERICAN BANK

By: 

Name: Manuel Alvarez
Title: President

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CERTIFICATE OF REGISTERED AGENT

OF

PANINVEST CORP.

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That PANINVEST CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 2nd day of January, 2002.

MURAI, WALD, BIONDO
& MORENO, P.A.

By: 

Name: Rene V. Murai

Title: President

Fax Audit No. H02000000402 6CERTIFICATE OF THE
PRESIDENT

Pursuant to the provisions of §607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of PanAmerican Bank (the "Corporation") attached hereto contain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has one class of capital stock outstanding and the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation were duly adopted by the holders of more than a majority of the Corporation's outstanding capital stock by written consent on the 28th day of December, 2001, pursuant to §607.0704 of the Florida Business Corporation Act. The number of votes cast by the shareholders was sufficient for approval.

PANAMERICAN BANK

By: Name: Manuel Alvarez
Title: President

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