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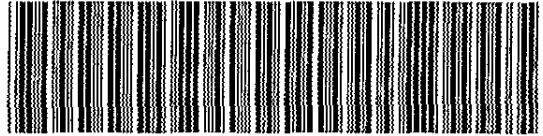
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TALLAHASSEE, FLORIDA

T. SMITH MAR 11 2003

LAW OFFICES OF
CRAIG R. DEARR, P.A.
TWO DATRAN CENTER, SUITE 1609
9130 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156

TELEPHONE: (305) 670-1237
FACSIMILE: (305) 670-1238

March 6, 2003

Secretary of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: N A Panza Centre Inc.
Our File Number: 5821.1

Dear Sirs:

Enclosed are the Articles of Incorporation for N A Panza Centre Inc. and our check for the filing fee in the amount of \$78.75 which includes the fee for a Certificate of Good Standing . Please return a Certificate of Good Standing and copy of the filed articles to my office at the address shown above.

Very truly yours,
CRAIG R. DEARR, P.A.



CRAIG R. DEARR
For the firm

CRD/sw

Enclosures as stated.

**ARTICLES OF INCORPORATION
OF
N A PANZA CENTRE INC.**

ARTICLE I. NAME AND ADDRESS:

The name and principal office address of this corporation is:

N A PANZA CENTRE INC.
305 S. Andrews Avenue, #603, Ft. Lauderdale, Florida 33301

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ARTICLE II. PURPOSE:

This corporation is organized pursuant to Chapter 617 of the Florida Statutes exclusively for educational not for profit purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE III. INITIAL REGISTERED OFFICE OF AGENT:

The street address of the initial registered office of this corporation is:

Two Datran Center, Suite 1609
9130 S. Dadeland Boulevard
Miami, Florida 33156

and the name of the initial registered agent of this corporation at that address is:

CRAIG R. DEARR

which agent, pursuant to Section 48.091, Florida Statutes, shall accept service of process within this State.

ARTICLE IV. BOARD OF DIRECTORS:

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time in such manner as may be prescribed by the Bylaws. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ursula Russell	6053 Old Court Road Boca Raton, Florida 33433
Joe Ann Fletcher	245 N.W. 117 Avenue Coral Springs, Florida 33071
Patricia Yunghanns	401 Australian Avenue Palm Beach, Florida 33480

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to,

or may be pecuniarily or otherwise interested in any contract or transaction of the corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, any may vote there at to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE V. INCORPORATOR:

The name and address of the person signing these Articles of Incorporation is:

Ursula Russell
6053 Old Court Road
Boca Raton, Floroida 33433

ARTICLE VI. BYLAWS:

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders and Board of Directors.

ARTICLE V.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code (or corresponding sectionof any future Federal tax code).

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 4th day of March, 2003.

[Signature]
SUBSCRIBER - URSULA RUSSELL

STATE OF FLORIDA }
 } ss
COUNTY OF MIAMI-DADE }

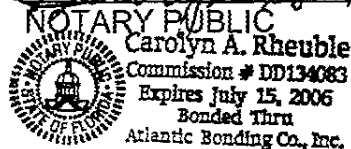
I HEREBY CERTIFY that on this day before me, a notary public, duly authorized in the state and county above named, to take acknowledgment personally appeared

URSULA RUSSELL

to me known to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the county and state above named this 4th day of MARCH, 2003.

[Signature]



My Commission Expires:

The undersigned having been named to accept service of process for the above corporation at the place designated in Article IV. hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.

[Signature]
REGISTERED AGENT-CRAIG R. DEARR
Accepted pursuant to F.S. §617.0501

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TALLAHASSEE, FLORIDA