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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*78.50 \*\*\*\*\*78.50

September 8, 2000

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Incorporation of PANAMERICAN POWER CORPORATION.

Dear Sir/Madam:

Please find the enclosed check in the amount of \$78.50.00 along with the Articles of Incorporation for incorporation of the above referenced entity.

I am enclosing a self-addressed stamped envelope for return of the Letter of Incorporation and a true copy of the Articles of Incorporation.

Thank you for your attention and cooperation regarding this matter.

IVAN D. PIEDRAHITA, P.A.

By:

  
IVAN D. PIEDRAHITA, ESQ.  
For the Firm

Enclosures: As set forth herein

2  
11/5/00

ARTICLES OF INCORPORATION  
OF  
PANAMERICAN POWER CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is PANAMERICAN POWER CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 10165 SW 139 Place, Miami, FL 33168.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares at 1.00 par value.

ARTICLE IV TIME

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE V PURPOSE

The purpose for which the corporation is organized is to operate in any lawful business allowed in the State of Florida. The Articles of Incorporation along with the By-Laws of said corporation will govern.

ARTICLE VI DIRECTORS

The number constituting the initial Board of Directors of the corporation is five (5), and the name and address of the person who is to serve initially is:

- 1-CARLOS PULIDO, 10165 SW 139 PLACE MIAMI, FL 33168.
- 2-ROSARIO DE PULIDO, 10165 SW 139 PLACE, MIAMI, FL 33168.
- 3-OCTAVIO MONSALVE, 10165 SW 139 PLACE, MIAMI, FL 33168.
- 4-ANGELICA PULIDO, 10165 SW 139 PLACE, MIAMI, FL 33168.
- 5-LUIS MORILLO, 10165 SW 139 PLACE, MIAMI, FL 33168.

ARTICLE VII

The name and address of the incorporator is:

1- CARLOS PULIDO, 10165 SW 139 PLACE, MIAMI, FL 33168.

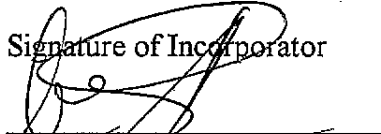
ARTICLE VIII REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

1- CARLOS PULIDO, 10165 SW 139 PLACE, MIAMI, FL 33168..

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 08 day of August, 2000

Signature of Incorporator

  
CARLOS PULIDO

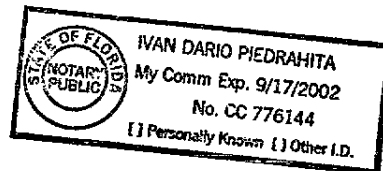
State of Florida  
County of Broward

The foregoing instrument was acknowledged and sworn to before me this 08<sup>th</sup> day of August, 2000.

  
Notary

My Commission Expires:

Prepared by: Ivan D. Piedrahita  
1876 N. University Drive  
Suite 300-C  
Plantation, FL 33322  
(954) 474-0111



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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/ registered agent, in the state of Florida.

1. The name of corporation is PANAMERICAN POWER CORPORATION,, 10165 SW 139 PLACE, MIAMI, FL 33168.

2. The name and address of the registered agent and office is: CARLOS PULIDO, 10165 SW 139 PLACE, MIAMI, FL 33168.

Signature

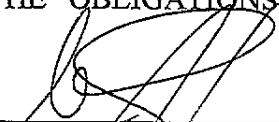
  
CARLOS PULIDO

Incorporator/Registered Agent

Date: August 08, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

  
CARLOS PULIDO

Date: August 08, 2000

Registered Agent Filing Fee: \$35.00

Prepared by: Ivan D. Piedrahita  
1876 N. University Drive  
Suite 300-C  
Plantation, FL 33322  
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