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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
FACSIMILE (305) 858-4777
www.adorno.com

FILED

00 OCT 12 AM 10:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GREGORY MARTIN

WRITER'S DIRECT NO.:

October 11, 2000

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

8000003423148--2
-10/12/00--01072--001
*****78.75 *****78.75

Re: Articles of Incorporation
PANAMERICAN INSURANCE, INC.

Dear Sir/Madame:

Enclosed is check number 119215 in the amount of \$72.75 to cover the fee of incorporating the above-referenced corporation. Please use the self-addressed Federal Express Airbill that I have enclosed for your convenience to return the certified copy to our office.

Sincerely,



Debbie Budde
Secretary to Gregory A. Martin

Enclosure

10-12

**ARTICLES OF INCORPORATION
OF
PANAMERICAN INSURANCE INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Panamerican Insurance Inc. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 100,000 shares of Common Stock with a par value of \$0.001 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

Giovannella S. Torres
480 Solano Prado
Coral Gables, Florida 33156

ARTICLE VI

This Corporation shall have one directors initially. The names and addresses of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Giovannella S. Torres
480 Solano Prado
Coral Gables, Florida 33156

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

Giovannella S. Torres
480 Solano Prado
Coral Gables, Florida 33156

ARTICLE VIII

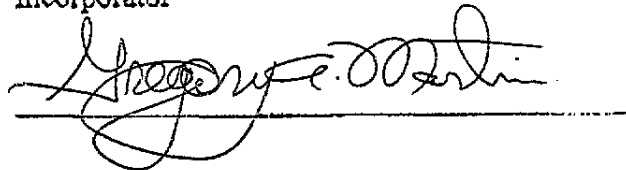
The principal business address and mailing addresses of the Corporation shall be:

Business address: 480 Solano Prada
Coral Gables, Florida 33156

Mailing address: (Same as Business Address)

Executed at Miami, Florida this _____ day of September, 2000.

Gregory A. Martin, Esq.
Incorporator

A handwritten signature in cursive script, appearing to read "Gregory A. Martin", is written over a horizontal line.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Panamerican Insurance Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 29th day of September, 2000.

Giovannella S. Torres
Registered Agent

Giovannella S. Torres

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA