

Jeffrey M. Kirsch
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November 13, 2000

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*****78.75 *****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

In Re: PAB Latin America, Inc.

Dear Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and our check in the amount of Seventy Eight and 75/100 Dollars (\$78.75) which represents the filing fee in reference to the above.

If you should have any questions concerning the above, please do not hesitate to contact me.

Very truly yours,

Jeffrey M. Kirsch

encls.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Borch DEC 1 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 17, 2000

JEFFREY M. KIRSCH
PO BOX 1546
STUART, FL 34995

SUBJECT: PAB LATIN AMERICA, INC.
Ref. Number: W00000027485

We have received your document for PAB LATIN AMERICA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 500A00059343

ARTICLES OF INCORPORATION

OF

PAB LATIN AMERICA, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is PAB Latin America, Inc.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation shall engage in the development of educational materials and any other activity or business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share have a par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV. EFFECTIVE DATE

The effective date of this corporation is the date in which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE V. REDEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the same kind,

class or series as that which he already holds, shall have the right to purchase his prorata share thereof, at the price at which it is offered to others, which price may be in excess of par value.

ARTICLE VI. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII. ADDRESS

The initial street address of the principal office of this corporation shall be 3535 Corporate Parkway, Palm City, Florida 34990.

ARTICLE VIII. DIRECTORS

The corporation shall have two (2) Director(s) initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. All directors shall be elected by affirmative vote of a least fifty-one percent (51%) of the outstanding shares.

ARTICLE IX. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are:

Frank Palmero
3535 Corporate Parkway
Palm City, FL 34990

Lauren McCollum
3535 Corporate Parkway
Palm City, FL 34990

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by

law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by a majority of the stock entitled to vote therein, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles to be made.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK

Stockholders may enter into agreements restricting the right to freely transfer stock in the corporation. This a legend on the share certificates will state that there may be a restriction upon share transfer.

ARTICLE XIII. INCORPORATOR

The name and business street address of the incorporators are:


Frank Palmero
3535 Corporate Parkway
Palm City, FL 34990

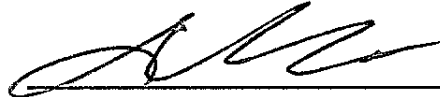
Lauren McCollum
3535 Corporate Parkway
Palm City, FL 34990

ARTICLE XIV. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is JEFFREY M. KIRSCH., ESQUIRE whose registered address is 43 Seminole Street, Stuart, Florida 34994.

IN WITNESS WHEREOF, we have hereunto set out hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 27 day of November, 2000.

 (SEAL)

 (SEAL)

STATE OF FLORIDA)
:SS
COUNTY OF MARTIN)

The foregoing instrument was sworn to and subscribed
before me this 27 day of November, 2000, by Frank Palmero.



(SEAL) Mary E. Glass
MY COMMISSION # CC952697 EXPIRES
July 18, 2003
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public-State of Florida
My Commission no.:
My Commission Expires:

STATE OF FLORIDA)
:SS
COUNTY OF MARTIN)

The foregoing instrument was sworn to and subscribed
before me this 27 day of November, 2000, by Lauren McCollum.



Mary E. Glass
MY COMMISSION # CC952697 EXPIRES
(SEAL) July 18, 2003
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public-State of Florida
My Commission no.:
My Commission Expires:

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent
of PAB Latin America, Inc.

DATED this 27 day of November, 2000.



Jeffrey M. Kirsch, Esquire