

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

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2/6/01 11:00

**EFFECTIVE DATE**

02/05/01

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Articles

1.) Panicam International Corp.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS** \_\_\_\_\_

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
PANICAM INTERNATIONAL CORP.

EFFECTIVE DATE  
02/05/01

ARTICLE I  
NAME

The name of the corporation is PANICAM INTERNATIONAL CORP.

ARTICLE II  
DURATION

This corporation shall have perpetual existence.

ARTICLE III  
PURPOSE

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

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 11380 PROSPERITY FARMS ROAD, SUITE 112, PALM BEACH GARDENS, FLORIDA 33410 and the name of the initial registered agent of this corporation at this address is: MICHAEL J. FAIRCLOUGH

ARTICLE V  
PLACE OF BUSINESS

The address of the principal place of business of this corporation is 1115 HIGHLAND BEACH DR., HIGHLAND BEACH, FL 33487

ARTICLE VI  
DATE

The corporate existence shall begin effective FEBRUARY 5, 2001

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ARTICLE VII  
BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DALE J. BRISSON	1115 HIGHLAND BEACH DR. HIGHLAND BEACH, FL 33487
JOSEPH A. BRISSON	1115 HIGHLAND BEACH DR. HIGHLAND BEACH, FL 33487
GONZALO MENESSES	1115 HIGHLAND BEACH DR. HIGHLAND BEACH, FL 33487
CAMILO FABREGA	1115 HIGHLAND BEACH DR. HIGHLAND BEACH, FL 33487

ARTICLE VIII  
CAPITAL STOCK

This corporation is authorized to issue One Hundred(100) shares of One-Dollar (\$1.00) par value common stock.

ARTICLE IX  
INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. FAIRCLOUGH	11380 PROSPERITY FARMS ROAD SUITE 112 PALM BEACH GARDENS, FL 33410

ARTICLE X  
POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

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ARTICLE XI  
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone provided by law.

ARTICLE XII  
ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent.

ARTICLE XIII  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article, or any amendments hereto, any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted: **PANICAM INTERNATIONAL CORP.** desiring to organize under the laws of the State of Florida, with its principal place of business: **1115 HIGHLAND BEACH DR., HIGHLAND BEACH, FLORIDA 33487** has named: **MICHAEL J. FAIRCLOUGH** located at **11380 PROSPERITY FARMS ROAD, SUITE 112, PALM BEACH GARDENS, FLORIDA 33410** as its agent to accept service of process within Florida.

  
MICHAEL J. FAIRCLOUGH - Incorporator

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I, HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Date: 02/05/01

M. J. Fairclough  
Agent- MICHAEL J. FAIRCLOUGH

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