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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PANTHEON ENTERPRISES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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CORPORATIONS
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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

Examiner's Initials

PS
5/18/01

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ARTICLES OF INCORPORATION OF:
PANTHEON ENTERPRISES, INC.
11525 SW 33 TERRACE
MIAMI, FL 33165

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be:

PANTHEON ENTERPRISES, INC.

ARTICLE II

This Corporation shall have the authority to engage in any activities of business permitted under the laws of the United States of America and/or the State of Florida...

ARTICLE III

This corporation is authorized to issue 500 shares of common stock at \$1.00 par value. Each share of stock shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

This corporation is to exist perpetually unless otherwise dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be: 11525 SW 33 TERRACE MIAMI, FL 33165 and the name of the initial registered agent at that address is CECILIA M. ESTRADA

ARTICLE VI

This corporation shall have two Directors initially; the number of directors may be increased or decreased from time to time by a vote of a majority but shall never be less than one. The name and address of the initial directors are:

CECILIA M ESTRADA
11525 SW 33 TERRACE
MIAMI, FL 33165

RICARDO L LLORENTE
11865 SW 46 STREET
MIAMI, FL 33175

ARTICLE VII

The name and address of the sole incorporator is: CECILIA M ESTRADA, 11525 SW 33 TERRACE MIAMI, FL 33165

ARTICLE VIII

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

ARTICLE IX

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X

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

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 16th day of May, 2001

PANTHEON ENTERPRISES, INC.


By: CECILIA M. ESTRADA
Incorporator

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CERTIFICATE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHO PROCESS MAY BE SERVED.

In compliance with section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that, PANTHEON ENTERPRISES, INC., desiring to qualify under de laws of the State of Florida, with its principal place of business at 11525 SW 33 TERRACE MIAMI, FL 33165, has named CECILIA M. ESTRADA as its agent to accept service process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at 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.

SIGNED:



CECILIA M. ESTRADA
Registered Agent

DATED: May 16, 2001