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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

PANAMERICAN ARTS CENTER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PANAMERICAN ARTS CENTER, INC.

ARTICLE I

NAME

The name of the Corporation is: PANAMERICAN ARTS CENTER, INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time the filing of these Articles of incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The corporation shall engage in any activity of business permitted under the laws of the United States in the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) of voting common stock with \$1.00 par value per share.

ARTICLE V

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class nor or hereafter authorized, or any securities, exchangeable for or convertible into such shares, purchase, or otherwise acquire such shares.

Prepared by: Douglas Steven Lux
Law Office of Douglas Steven Lux, P.A.
1699 Coral Way, Suite #508
Miami, Florida 33145
0562297

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ARTICLE VI

PRINCIPAL OFFICE

The address of the principal office of the Corporation is: 1011 Pennsylvania Avenue, Suite 23, Miami Beach, FL 33139.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The initial registered office and agent of the Corporation is:

Douglas Steven Lux
1699 Coral Way, Suite #508
Miami, Florida 33145

ARTICLE VIII

DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by the Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the by-laws.

The name and address of the first Board of Directors and Officers who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME	TITLE
Eric Pierre Ruiz	President
Silvia Juliana Castillo	Vice-President
Alejandro Lopez	Treasurer
Silvia Juliana Castillo	Secretary

ARTICLE IX

INCORPORATORS

The names and mailing address of the incorporator is:

NAME	MAILING ADDRESS
Douglas Steven Lux	1699 Coral Way, Suite #508 Miami, FL 33145

ARTICLE X

REGULATORY PROVISIONS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and creating, defining, limiting, and regulating the powers of the Corporation, the Directors and Stockholders.

- (a) **Powers of Directors to Amend By-Laws.** The Board of Directors shall be authorized and empowered from time to time in its discretion to make, alter or repeal the by-laws of the Corporation, except as such power may be limited by any one or more by-laws of the Corporation adopted by the stockholders.
- (b) **Books.** The books of the Corporation (Subject to the laws of the State of Florida) may be kept outside of the State of Florida at such places as from time to time may be designated by the Board of Directors.
- (c) **Cumulative Voting:** At all elections of the Directors, each stockholder shall be entitled to as many votes as shall equal the number of votes which he would have been entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and that he may cast all such votes for a single Director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.
- (d) **Consent of Stockholders in Lieu of Meeting:** Whenever the vote of stockholders is required at a meeting or is permitted to be taken for in connection with any corporate action by any provision of the General Corporation Law of Florida the meeting and vote of Stockholders may be dispensed with if such action is taken with the written consent of the holders of no less than a majority of all the stock having less than the minimum percentage of the vote required by statute for such action, and provided that prompt notice is given to all Stockholders of the taking of the corporate action without a meeting and by less than unanimous written consent.
- (e) **Removal of Directors.** The Stockholders may at any time, at the meeting expressly called for that purpose, remove any or all of the Directors, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of, Directors.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereinafter prescribed

by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501, Florida Statutes, and the undersigned corporations, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The Name and principal address of the Corporation is:

Panamerican Arts Center, Inc.
1011 Pennsylvania Avenue, Suite 23
Miami Beach, FL 33139
2. The Name and Address of the registered agent and office is:

Douglas Steven Lux
1699 Coral Way, Suite 508
Miami, FL 33145

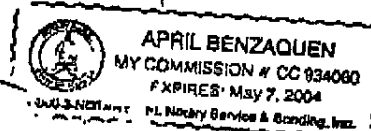
Having been named registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointments as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Douglas Steven Lux

Dated: 05/18/2001

Sworn and subscribed before me this 18 day of May, 2001


NOTARY PUBLIC, STATE OF FLORIDA



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, Douglas Steven Lux, being the sole incorporator named above, for the purpose of forming a Corporation pursuant to the General Corporation Law of Florida sign and acknowledge these Articles of Incorporation this 18 day of May, 2001.



Douglas Steven Lux

Acknowledgement

STATE OF FLORIDA)
COUNTY OF DADE)



On this 18 day of May, 2001, before me personally came Douglas Steven Lux who signed the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged that the said certificate are their act and deed and that the facts therein stated are true.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires on: 03/24/2003

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