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January 3, 2002

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Subject: PAN CONTINENTAL TRADING CORPORATION

Enclosed please find one original and one copy of the Articles of Incorporation for the above company, as well as a check in the amount of \$78.75, covering the Filing Fee & Certified Copy.

Cordially Yours,

*Clara I. Osorio*

Clara I. Osorio  
415 E. Vine Street  
Kissimmee, FL 34744  
Daytime Telephone (407) 870-0453

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**

**PAN CONTINENTAL TRADING CORPORATION.**  
**(A FLORIDA PROFIT CORPORATION)**

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the state of Florida; and further do agree to the following conditions of said corporation.

**ARTICLE I**

**NAME, ADDRESS AND MAILING ADDRESS**

The name of this corporation shall be:

**PAN CONTINENTAL TRADING CORPORATION**

The initial street address of the principal office of this Corporation in the State of Florida

4136 Corsair Ave  
Kissimmee, FL 34741

**Mailing Address: P. O. 420925, Kissimmee, FL 34742**

**ARTICLE II**

**TERM OF EXISTENCE**

This Corporation shall have a perpetual existence unless dissolved by action of law or by vote of the stockholders.

**ARTICLE III**

**PURPOSE AND INITIAL BUSINESS**

The general nature of the business to be transacted by this Corporation and the objects and purposes thereof are as follow:

- 1.- The nature of the business to be transacted, promoted or carried on by the Corporation are to engage in any awful act or activity for which corporations may be organized, under the Corporation Act of the State of Florida.
- 2.- To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions to existing facilities in connection with its business.
- 3.- To engage in any activity or business permitted under the laws of the United States and primarily of the State of Florida, as well as those committed with other States and/or foreign countries.
- 4.- To Purchase and sale of goods, general merchandise.
- 5.- To sale or buy properties

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#### ARTICLE IV

##### AUTHORIZED CAPITAL

The maximum number of shares of stock that said Corporation is authorized to have outstanding at any time shall be 500 shares of \$1.00 par value common stock.

The capital stock may be paid for in property, labor or services at just valuation, to be fixed by the Incorporators or Directors at a meeting called for such purpose or at the organization meeting.

#### ARTICLE V

##### FIRST BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have no less than One Director, who need not be stockholder. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof of Pan Continental Trading Corporation but at no time shall there be a number less than one (1).

The names and post office addresses of the First Boars of Directors and Officers of this Corporation are as follows:

**President:**                   JIANGUANG SHI – 4136 Corsair Ave, Kissimmee, FL 34741

#### ARTICLE VI

##### DEALINGS BY DIRECTORS

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE VII

##### Limitation of Director's Liability

No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) acts or

omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (c) authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) any violation of Florida law (Directors Conflicts of Interest); or (e) any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.

## **ARTICLE VIII**

### **INDEMNIFICATION OF OFFICERS EMPLOYEES, AGENTS**

Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a officer, employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

## **ARTICLE IX**

### **INCORPORATOR**

The name and street address of the incorporator is: **JIANGUANG SHI**  
**4136 Corsair Ave., Kissimmee, FL 34741**

**BY LAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

**ARTICLE X**

**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, propose by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


**ARTICLE XI**

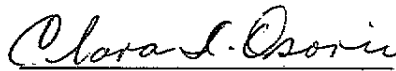
**INITIAL REGISTERED AGENT**

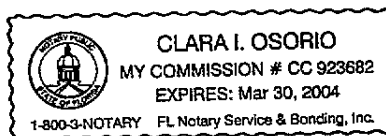
The initial Registered Office and Registered Agent of the Corporation is:

**JIANGUANG SHI, 4136 Corsair Ave, Kissimmee, FL 34741**

IN WITNESS WHEREOF, we hereunto set our hand(s) and the seal this January 3, 2002

  
**JIANGUANG SHI**  
Incorporator

  
**CLARA I. OSORIO**  
Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR  
PROCESS WITH THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.**

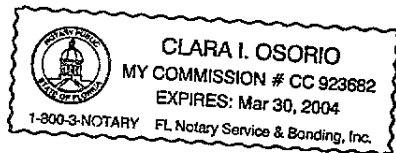
In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with this act:

That, **PAN CONTINENTAL TRADING CORPORATION**, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, at the Kissimmee, County of Osceola, State of Florida, has named **Jianguang Shi**, located at 4136 Corsair Ave., Kissimmee, FL 34741 Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept 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.

*Jianguang Shi*  
**JIANGUANG**  
Registered Agent

Date: January 3, 2002 at Kissimmee, Osceola County, Florida

*Clara I. Osorio*  
Clara I. Osorio  
Notary Public



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