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DAVID M. BOVI, P.A.

David M. Bovi

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February 5, 2002

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


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-02/08/02--01029--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: **Panaia Oil & Gas, Inc.**

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$70.00, representing the filing fees for the above-named proposed Florida corporation.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi  
David M. Bovi, P.A.  
319 Clematis, Suite 812  
West Palm Beach, Florida 33401

FILED  
2002 FEB - 8 AM 10: 04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2/13/02

ARTICLES OF INCORPORATION

OF

PANAIA OIL & GAS, INC.

FILED

2002 FEB -8 AM 10: 04

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is Panaia Oil & Gas, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 113 Norwich Lake, Huntington, Massachusetts 01050.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, \$0.001 par value.

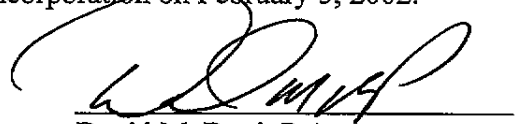
ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are David M. Bovi, P.A., 319 Clematis Street, Suite 812, West Palm Beach, Florida 33401.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation are David M. Bovi, P.A., 319 Clematis Street, Suite 812, West Palm Beach, Florida 33401.

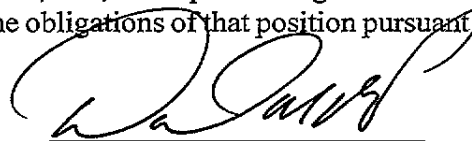
The undersigned incorporator has executed these articles of incorporation on February 5, 2002.



David M. Bovi, P.A.  
David M. Bovi, President

**Acceptance of Registered Agent**

Having been named to accept service of process for Panaia Oil & Gas, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accept the obligations of that position pursuant to F.S. 607.0501(3).



David M. Bovi, President

David M. Bovi, P.A.

February 5, 2002

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2002 FEB - 8 AM 10:04  
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TALLAHASSEE FLORIDA