

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(904) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000048106

PF2, Inc

700005347347--9

-04/25/02--01020--020

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

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
02 APR 25 AM 10:44
TALLAHASSEE, FLORIDA

2002 APR 25 AM 9:02
TALLAHASSEE, FLORIDA

5/2/02

2544

W02-11890

Signature _____

Requested by: *WL*

Name _____

Date *4/25*

Time *10:30*

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 25, 2002

CAPITAL CONNECTION INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: PF2, INC.
Ref. Number: W02000011890

RECEIVED
02 MAY - 1 PM 2:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

We have received your document for PF2, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 702A00025340

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

2002 APR 25 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PAN2, Inc.

FILED
2002 APR 25 AM 9:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

PAN2, Inc.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and the general nature of the businesses to be transacted by this corporation shall include, but not limited to:

- (a) Operation of a restaurant.*
- (b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.*
- (c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.*
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property of other instruments to secure the payment of corporate indebtedness as required.*
- (e) To purchase the corporate assets of any corporation and engage in the same or other character of business.*

(f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, debentures, notes, trusts, receipts, and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision or by a governmental agency, and as owner thereof to possess and exercise all the rights, power and privileges of ownership, including the right to execute consents and note thereon, and to do any all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7500 shares of common stock with a par value of \$1.00

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purposes.

The capital stock is being issued pursuant to section 1244 of the Internal Revenue Code, the pertinent provisions of which are hereby incorporated herein reference and made a part hereof.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V.

INITIAL REGISTERED OFFICE AND

REGISTERED AGENT

The street address of the initial registered offices of this corporation is 2600 Douglas Road, Suite 400, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is CMS International Enterprises, Inc. The Board of Directors may, from time to time, move the registered office to any other addresses in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have (1) director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or

omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract of other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be party to, or may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact he or such firm so interested shall be disclosed or shall have been known to the Board of directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation may vote at said meeting to authorize any such contract or transaction, with like force and effect as if he were not a director or officer of the other corporation(s) or not so interested.


ARTICLE VII. INITIAL DIRECTOR AND OFFICERS

The name and street address of the initial directors and initial officers of this corporation are:

*Stefano Carniato (President/Treasurer/Secretary/Director)
200 SE 1st Street
Miami, FL 33131*

ARTICLE VIII. INCORPORATORS

*The name and street address of the Incorporator, being subscriber
of these Articles of Incorporation is:*



*Carlos Samlut
2600 Douglas Road, Suite 400
Coral Gables, Florida 33134*

ARTICLE IX. CORPORATION'S PRINCIPAL OFFICE

The principal office of the corporation is 200 Southeast 1st Street, Miami, FL 33131. The office of the registered agent of the corporation is located at 2600 Douglas Road, Suite 400, Coral Gables, Florida 33134

*The undersigned incorporator has subscribed to these Articles of Incorporation this ____ of April ,
2002.*



Carlos Samlut

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE 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:**

**PAN2, Inc.
FIRST-THAT DESIRING TO
(Name of Corporation)**

ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,

**WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI,
(City)**

**STATE OF FLORIDA, HAS NAMED CMS INTERNATIONAL ENTERPRISES,
(Name of Registered Agent)**

**INC. LOCATED AT 2600 DOUGLAS ROAD, SUITE 400 CITY OF CORAL
(Street Address and Number of Building) (City)
(P.O. Box Addresses are not acceptable)**

GABLES FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
CARLOS SAMLUT
TITLE President
DATE 4/24/02

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
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.**

SIGNATURE [Signature]
DATE 4/24/02

FILED
2002 APR 25 AM 9:03
TALLAHASSEE FLORIDA
CLERK OF THE COURT