

FD2000061886

TRANSMITTAL LETTER

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

SUBJECT: PAN-AMERICAN MEDICAL SERVICES CORP

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$78.75
Filing Fee
&
Certificate of Status

100005664961--8
-05/03/02--01058--019
*****78.75 *****78.75

FROM:

ALL CORRESPONDENCE REGARDING THIS FILING TO:

James M. Smith, President
c/o J. Azicri, Corporate Secretary
11759 N.W. 47th Drive
Coral Springs, Florida 33076
(954) 709-8357

02 JUN -3 AM 9:03
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be

Pan-American Medical Services Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and corporate mailing address is:

1665 Washington Avenue, 2nd Floor
Miami Beach, Florida 33139

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To provide a legal business service to the general and corporate marketplace as a provider of healthcare benefit programs, services and affinity programs. To merge, acquire and/or co-brand services with other operating businesses. To capitalize all business opportunities of the corporation.

ARTICLE IV SHARES

The number of shares of stock is:

10,000,000 Common and voting shares

ARTICLE V INITIAL OFFICERS/DIRECTORS

The names, addresses, and titles of Officers and Directors are

James M. Smith, President/Director
Jackeline Azicri, Secretary/Treasurer/Director
James J. Tuchi, Vice President/Director

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ARTICLE VI REGISTERED AGENT

The name and Florida street address of the Registered Agent is:

**James M. Smith
1665 Washington Avenue, 2nd Floor
Miami Beach, Florida 33139**

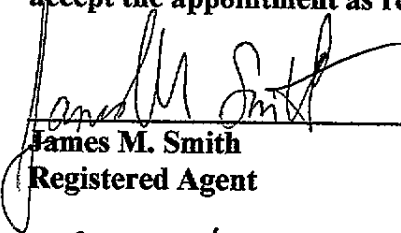
ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

**Jackeline Azicri
11759 N.W. 47th Drive
Coral Springs, Florida 33076**


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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



**James M. Smith
Registered Agent**

Dated May 31, 2002



**Jackeline Azicri
Incorporator**

Dated May 31, 2002