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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

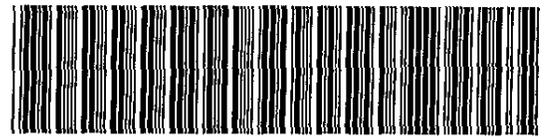
(Business Entity Name)

(Document Number)

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TALLAHASSEE FLORIDA

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LAW OFFICES
BARRETT, CHAPMAN & RUTA
PROFESSIONAL ASSOCIATION

Richard Lee Barrett
Victor L. Chapman*
R. Steven Ruta

*Also Admitted in Georgia

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Orlando, Florida 32802-3826
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VIA U.S. MAIL ONLY

November 7, 2002

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

Re: Articles of Incorporation for PandA Enterprises, Inc. and PandA Real Estate, Inc.

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporations. In addition, two checks in the amount of \$78.75 are enclosed to cover the filing fee and the expense of a certified copy.

Please file the original copies and return the certified copies to the undersigned.

Thank you for your assistance in this matter. If you have any questions do not hesitate to contact me at the phone number printed above.

Very truly yours,



R. STEVEN RUTA

RSR/ea
Enclosures



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 14, 2002

R. STEVEN RUTA
PO BOX 3826
ORLANDO, FL 32802-3826

SUBJECT: PANDA ENTERPRISES, INC.
Ref. Number: W02000032609

We have received your document for PANDA ENTERPRISES, 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) 245-6965.

Shannon Elliott
Document Specialist
New Filing Section

Letter Number: 002A00061896

ARTICLES OF INCORPORATION
OF
Misthos Enterprises, Inc.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is Misthos Enterprises, Inc.

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TALLAHASSEE FLORIDA

ARTICLE II
PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation is 3707 41st Street W., Bradenton, Florida 34205.

ARTICLE III
SHARES

The number of shares the corporation is authorized to issue is 5,000 shares par value of \$1.00 per share.

ARTICLE IV
PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized),

ARTICLE VIII

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IX

EFFECTIVE DATE

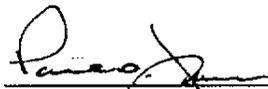
Pursuant to Fla. Stat. §607.0203, the effective date of the corporate existence is five (5) days prior to the filing of these Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, by the undersigned Incorporator has executed these Articles of Incorporation this 21st day of October, 2002.



Paul Jones
Incorporator

Having been named as Registered Agent for the above-stated corporation, 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 and I accept the duties and obligations of §607.0505, Florida Statutes.



Paul Jones
Registered Agent