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To:

Division of Corporations

Fax Number

: (850)205-0381

From:

Account Name : INCORPORATETIME.COM, INC.

Account Number: I19990000221 Phone: (631)224-9004 Fax Number: (631)589-2848

FLORIDA PROFIT CORPORATION OR P.A.

Panacea Place, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	0.3
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE | -NAME

THE NAME OF THE CORPORATION SHALL BE:

Panacea Place, Inc.

ARTICLE II -PRINCIPAL OFFICE

The principal place of business & mailing address of this corporation shall be

7925 COLONY CIR. 15-206 TAMARAC, FL 33321

ARTICLE III -SHARES

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

3000 shares at \$.01 par value

<u>ARTICLE IV -INITIAL OFFICERS/DIRECTORS:</u>

President/Director: MELVIN C. HALL

1010 ALABAMA AVE, FT. LAUDERDALE, FL 33312

V.President/Director:

WILLIAM GRAYSON

1010 ALABAMA AVE, FT.LAUDERDALE FL 33312

Executive V.President/Treasurer/Director:

ALLAN M. TYLER

7925 COLONY CIR. 15-206, TAMARAC FL 33321

ARTICLE V -INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and Florida street address of the initial registered agent are:

ALLAN M. TYLER 7925 COLONY CIR. 15-206, TAMARAC FL 33321

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SECRETARY OF STATE

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ARTICLE VI-INCORPORATOR:

The name and address of the incorporator to these Articles of incorporation are;

Kerry Walsh IncorporateTime.com, Inc. 35-37 Carleton Avenue, Suite 200 Islip Terrace, NY 11752

Kerry Walsh, Incorporator

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

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

ALLAN M. TYLER, Registered Agent

New 25 2003

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SECRETARY OF STATE
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