

**Electronic Articles of Incorporation
For**

P04000051444
FILED
March 23, 2004
Sec. Of State
FCHESSE

PAN-HANDLERS USA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PAN-HANDLERS USA, INC.

Article II

The principal place of business address:

1515 E. BROWARD BLVD
323
FT. LAUDERDALE, FL. US 33301

The mailing address of the corporation is:

1515 E. BROWARD BLVD
323
FT. LAUDERDALE, FL. US 33301

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

5000

Article V

The name and Florida street address of the registered agent is:

ANDREW M KALLENBERG
1515 E. BROWARD BLVD
323
FT. LAUDERDALE, FL. 33301

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ANDREW MARK KALLENBERG

Article VI

The name and address of the incorporator is:

ANDREW M. KALLENBERG
1515 E. BROWARD BLVD, 323
FT. LAUDERDALE, FL 33301

Incorporator Signature: ANDREW MARK KALLENBERG

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
ANDREW M KALLENBERG
1515 E. BROWARD BLVD, 323
FT. LAUDERDALE, FL. 33301 US

Title: VP
MATTHEW I DEJESUS
4791 NW 2ND AVE., #206
BOCA RATON, FL. 33431 US

Title: VP
DAVID S KALLENBERG
176 W. 87TH ST., 6D
NEW YORK, NY. 10024

Article VIII

The effective date for this corporation shall be:

03/22/2004