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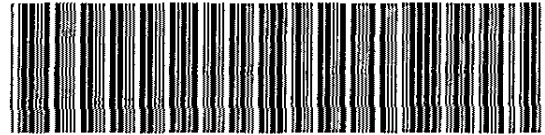
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2004 NOV - 8 A 11:58  
SECRETARY OF STATE  
TOLSON BUILDING, IND.

FILED

11-10-04

**SCOTT & SCOTT**  
ATTORNEYS AT LAW

PORTIA B. SCOTT

W.R. SCOTT (OF COUNSEL)

(772) 287 - 0096

(772) 597 - 4896

November 4, 2004

Secretary of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

*In Re: Panama Privileges, Inc.*

Dear Sir/Madam:

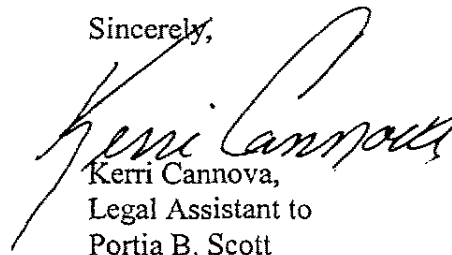
Enclosed please find the following, pertaining to the above-referenced matter:

1. The original and one copy of the Articles of Incorporation of Panama Privileges, Inc.; and
2. A check in the amount of Seventy Eight Dollars and seventy five cents (\$78.75) for the filing fees, registered agent designation and a certified copy of the articles; and
3. A stamped, self-return envelope for your convenience in forwarding the certified copy of the Articles of Incorporation back to our office.

If you are should have any questions, or are in need of any additional information, please don't hesitate to contact our office.

Thank you very much for your assistance and God Bless America.

Sincerely,

  
Kerri Cannova,  
Legal Assistant to  
Portia B. Scott

/kc  
enclosures: four  
xc: Robert T. Hoza

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2004 NOV -8 P 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PANAMA PRIVILEGES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural persons competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is PANAMA PRIVILEGES, INC.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation is principally engaged in any activity or business permitted under the laws of the United States of America and under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is ONE THOUSAND TWO HUNDRED (1,200) shares of common stock, each share having a par value of One Cent (\$.01).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IIII. PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any additional stock after the first

offering, by the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, at the price at which it is offered to others, which price may be in excess of par value and determined by the Board of Directors at any regular or special meeting.

#### ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation is 1033 SE Orange Avenue, Jensen Beach, Florida 34957.

#### ARTICLE VII. DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

#### ARTICLE VIII. INITIAL DIRECTOR

The names and street addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

ROBERT T. HOZA	1033 SE Orange Avenue Jensen Beach, Florida 34957
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#### ARTICLE VIII. SUBSCRIBERS AND INCORPORATORS

The name and street address of the Subscriber and  
Incorporator executing these Articles of Incorporation is:

ROBERT T. HOZA	1033 SE Orange Avenue Jensen Beach, Florida 34957
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## ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the Stockholders, and approved at the Stockholders' meeting by a majority vote of Shareholders.

## ARTICLE XI. ALIENATION OF SHARES

A. Any shareholder who desires to sell, assign, or in any way alienate his or her share or shares, EXCEPTING ownership passing through testate or intestate succession, or disbursement from a trust, of the corporation must give first option of purchase to the corporation the price of which shall be the same as any bona-fide offer made by any person whomsoever. Said option, if it is to be exercised at all, must be rejected or exercised by the corporation within forty-five (45) days of notification, in writing, by the shareholder of his or her desire to alienate the share(s).

B. If corporation has not rejected nor accepted the option within the 45 day period the option shall be deemed rejected and the other shareholders shall then have the right to likewise exercise a 45 day option to purchase the shares, using the same formula for price as is set forth immediately above as a price floor.

C. If neither the corporation nor the other shareholders exercise the option within the proper time frames, the shareholder desiring to alienate his or her shares may do so freely, at any price or for any consideration the shareholder seeking to alienate the shares may be able to obtain.

## ARTICLE XII. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is PORTIA B. SCOTT, 308 Dyer Drive, Stuart, Florida 34994.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 2<sup>nd</sup> day of November, 2004.

Robert T. Hoza  
Signature  
Robert T. Hoza

STATE OF FLORIDA     }  
                                  }  
COUNTY OF MARTIN    }

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of November, 2004, by Robert T. Hoza, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification, and who ☐ did ☒ did not take an oath.



Portia B. Scott  
My Commission DD196522  
Expires May 05, 2007

Portia B. Scott  
Notary Public

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of PANAMA PRIVILEGES, INC.

DATED this 3<sup>rd</sup> day of November, 2004.

Portia B. Scott  
PORTIA B. SCOTT  
Registered Agent