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TRANSMITTAL LETTER

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

SUBJECT: —	Partheon	Expeditions	Inc.	
	(PROPOSED	CORPORATE NAME – <u>M</u>	UST INCLUDE SUFFIX)	

Enclosed are an original a	and one (1) copy of the artic	des of incorporation and	a check for:
Filing Fee Fi	l \$78.75 lling Fee Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED

Logan Karre	
Name (Printed or typed)	
501 N. Orlando Ave Suite 313 #211	
Address	
Winter Park, FL 32789	
City, State & Zip	
407-925-3065	
	Name (Printed or typed) 501 N. Orlando Ave Suite 313 #211 Address Winter Park FL 32789 City, State & Zip

NOTE: Please provide the original and one copy of the articles.

APPRUVED AND FILED

ARTICLES OF INCORPORATION

O5 JAM 10 PM 4: 18

SECRETARY OF STATE
FALL AHASSEE, FLORIDA

OF

PANTHEON EXPEDITIONS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

PANTHEON EXPEDITIONS, INC.

The principal place of business of this corporation shall be 501 N. Orlando Ave.

Suite 313 #211.

Winter Park, Florida 32789.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 501 N. Orlando Ave., Suite 313 #211, Winter Park, FL 32789, and the name of its initial registered agent is Logan Kayne.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The =number of directors constituting the initial board of directors is one. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial directors of the corporation are as follows:

Logan Kayne
501 N. Orlando Ave.
Suite 313 #211
Winter Park, Florida 32789

ARTICLE VII

INCORPORATORS

The name and address of each incorporator is as follows:

Logan Kayne 501 N. Orlando Ave. Suite 313 #211 Winter Park, Florida 32789

ARTICLE VIII

OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Logan Kayne -	President	501 N.	Orlando	Ave.
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Suite 313 #211

Winter Park, Florida 32789

Logan Kayne - Secretary 501 N. Orlando Ave.

Suite 313 #211

Winter Park, Florida 32789

Logan Kayne - Treasurer _ 501 N. Orlando Ave.

Suite 313 #211

Winter Park, Florida 32789

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the board of directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to the Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this $\frac{5}{2005}$ day or $\frac{2005}{2005}$.

Logan Kayne

501 N. Orlando Ave.

Suite 313 #211

Winter Park, FL 32789

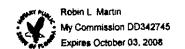
Loga Kape

STATE OF FLORIDA COUNTY OF ORANGE

Before me personally appeared Logan Kayne, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 500 day of January , 2005.

Notary Public, State of Florida My Commission Expires: 10-3-08



DESIGNATION OF REGISTERED AGENT

Pantheon Expeditions, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Winter Park, Florida, had and does by these_presents name Logan Kayne as its agent to accept service of process within this state.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process of the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

DATED this 5th day of January, 2005.

Logan Kayne

Registered Agent

Logar Kope