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2801 Ponce de Leon Blvd.
Suite 1155
Coral Gables, FL 33134

March 1, 2006

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

Re: File Articles of Incorporation for Panga Direct, Inc.

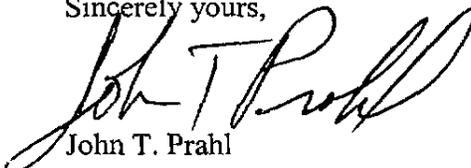
Dear Ladies and Gentlemen:

Enclosed please find Article of Incorporation for Panga Direct, Inc. Please file the Articles. Please also send me a certified copy of the document along with a Certificate of Good Standing. Enclosed is a check in the amount of \$87.50, which includes \$35.00 for the filing fee, \$35.00 for registered agent designation, \$8.75 for certified copies of the document, and \$8.75 for a Certificate of Good Standing.

If you have any questions or need any further information, please do not hesitate to contact me at the number listed above.

Your prompt attention is greatly appreciated.

Sincerely yours,



John T. Prahl

JTP/hp

Enclosure

ARTICLES OF INCORPORATION

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

1. The name of the Corporation is:
Panga Direct, Inc.
2. The Principal office of the Corporation shall be:
13610 SW 142 Ave.
Miami, FL 33186
3. The mailing address for the Corporation shall be:
13610 SW 142 Ave.
Miami, FL 33186
4. The period of its duration is perpetual.
5. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
6. The Corporation shall have authority to issue 5,000 shares, all of one class, one dollar (\$1.00) par value.
7. The name and address of its initial registered office is:
John T. Prah
2801 Ponce De Leon Blvd., Suite 1155
Coral Gables, Florida, 33134

and the name of its initial registered agent at said address is John T. Prah, Esq.

8. The number of directors constituting its initial board of directors is one (1) whose name and address is:

NAME

ADDRESS

Jack Rupp

13610 SW 142 Ave.
Miami, FL 33186

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. The name and address of the Incorporator is:

NAME

ADDRESS

Jack Rupp

13610 SW 142 Ave.
Miami, FL 33186

10. Preemptive Rights shall be as follows: The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this Corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this 1 day of March, 2006



Jack Rupp

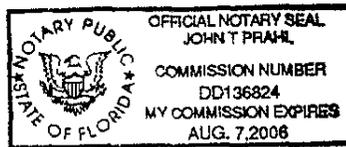
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 1 day of March, 2006, by Jack Rupp, who is personally known to me, or who produced _____ as identification.



Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that Panga Direct, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Miami-Dade, State of Florida, has named John T. Prah, Esq., 2801 Ponce de Leon Blvd., Suite 1155, Coral Gables, FL 33134, City of Coral Gables, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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


John T. Prah