

PO7000064109

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

PANOS GROUP, INC.

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T. Burch MAY 31 2007

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CERTIFICATE OF INCORPORATION

OF

PANOS GROUP, INC.

The undersigned incorporators to these Articles of Incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is PANOS GROUP, INC.,

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI

ADDRESS

The initial office address of the principal office of this corporation in the State of Florida 19877 East Country Club Drive, #3-102, Aventura, Florida 33180. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

The name and post office address of the first Board of Directors is:

Name	Address
Alfredo de la Hoz President/Treasurer	19877 East Country Club Drive, #3-102 Aventura, Florida 33180
Maria Eugenia de la Hoz Vice President/Secretary	19877 East Country Club Drive, #3-102 Aventura, Florida 33180

ARTICLE IX

The names and mailing addresses of the incorporators of these articles of Incorporation are:

Alfredo de la Hoz	19877 East Country Club Drive, #3-102 Aventura, Florida 33180
Maria Eugenia de la Hoz	19877 East Country Club Drive, #3-102 Aventura, Florida 33180

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**ARTICLE X
AMENDMENT**

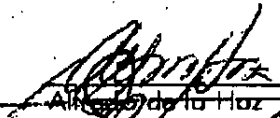
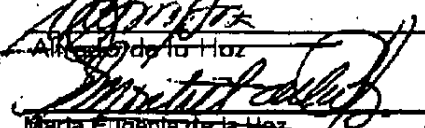
These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation made.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

That PANOS GROUP, INC. desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Miami-Dade, State of Florida, hereby designates Elizabeth J. Hutson as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 7700 North Kendall Drive, Suite 702, Miami, Florida 33156

WITNESS the hand and seal of the incorporators in Miami-Dade County, State of Florida, this _____ day of May, 2007


Alfredo de la Hoz

Maria Eugenia de la Hoz

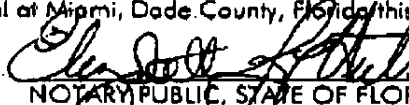
STATE OF FLORIDA)

) SS:

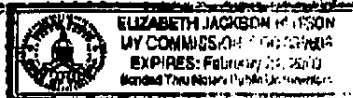
COUNTY OF MIAMI- DADE)

PERSONALLY appeared before me, Alfredo de la Hoz and Maria Eugenia de la Hoz to me well known to be the subscribers to the foregoing Articles of PANOS GROUP, INC., who being by me first duly sworn, acknowledge that they signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami, Dade County, Florida this 30th day of May, 2007.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires



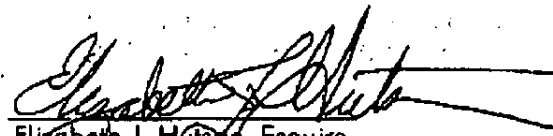
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: PANOS GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 19877 East Country Club Drive, #3-102, Aventura, Florida 33180 State of Florida, has named as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Elizabeth J. Hutson, Esquire
Hutson & de Torres, P.A.
7700 North Kendall Drive, Suite 702
Miami, Florida 33156

Date: 5/30/07