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409 EAST GAINES STREET MIAMI FL 33135-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3094  
FAX: (305) 541-3770  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: PANAFOTO MIAMI, INC.  
FAX AUDIT NUMBER: H96000000510 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 01/12/1995 TIME REQUESTED: 18:05:38  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072460003266

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((H96000000510)) DIVISION OF CORPORATIONS ELECTRONIC FILING COVER SHEET FOR EMPIRE KIT COMPANY  
FAX: (904) 922-4000 TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT PHONE: (305) 541-3094 FAX: (305) 541-3770

ARTICLES OF INCORPORATION

OF

PANAFOTO MIAMI, INC.

I, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be PANAFOTO MIAMI, INC.

ARTICLE II

This corporation is to have perpetual existence, unless dissolved sooner according to the laws of the State of Florida.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this Corporation shall be as follows:

A. To export from and import into the United States and its territories and possessions and any and all foreign countries as principal or agent, merchandise of every kind and nature and to purchase, sell and deal in and with merchandise of every kind or nature for exportation from and importation into the United States, to and from all countries foreign thereto and for exportation from

RAOUL GARCIA-VIDAL, P.A.  
COLUMBUS CENTER  
SUITE 1450  
ONE ALHAMBRA PLAZA  
CORAL GABLES, FLORIDA 33134  
TELEPHONE: (305) 444-8382  
FLORIDA BAR NO.: 209589

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and importation into any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets and to do a general foreign and domestic exporting and importing business.

B. The foregoing shall be construed as enumerating both objects and powers of the Corporation, but it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, and the Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

#### ARTICLE IV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND FIVE HUNDRED (7,500) having a par value of ONE AND NO/00 (\$1.00) DOLLAR per share, all of which shall be common stock. Each of the shares of such stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of such stock may be paid for in cash, in property, in labor, or in services, whether the services rendered prior to or after the issuance of the stock, at a fair valuation to be fixed by the Board of Directors of this Corporation, or as fixed by the Stockholders of this Corporation in the event that the Corporation may be merged by the Stockholders.

ARTICLE V

The amount of the capital with which the Corporation shall begin business is not less than FIVE HUNDRED AND NO/00 (\$500.00) DOLLARS.

ARTICLE VI

The initial business office of this Corporation shall be located at c/o COLUMBUS CENTER - Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134, but the Corporation shall have the power to establish such other places of business at such other locations within or without the State of Florida as may be determined or deemed expedient.

The initial Registered Agent of the Corporation shall be RAOUL GARCIA-VIDAL, ESQ., who is located at the street address of COLUMBUS CENTER, Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134.

ARTICLE VII

There shall be a Board of Directors of this Corporation which shall consist of not less than one (1) and not more than five (5) Directors. The number of Directors may be increased or decreased from time to time by the Board of Directors, or by the Corporate By-Laws, and each of the Directors shall be of full age.

A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of the majority of the Directors shall be the act of the Corporation. Subject to the By-Laws, if any, adopted by the Stockholders, the Directors may make the By-Laws. Meetings of the Directors may be held within or

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without the State of Florida, and Directors need not be stockholders. The Board of Directors may, by Resolution, designate one (1) or more of their number to constitute an executive committee which, to the extent provided in such Resolution or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors.

#### ARTICLE VIII

The name and street address of the members of the First Board of Directors who, subject to these Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
HARISH GIANCHANDANI	c/o COLUMBUS CENTER - Suite 1450 One Alhambra Plaza Coral Gables, Florida 33134
ANDRES F. PEDEMONTE	Los Albaricoques 363 Dept. 204 La Molina Lima, Peru

#### ARTICLE IX

The name and street address of the incorporator and subscriber to these Articles of Incorporation of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
SANDRA LEZCANO	COLUMBUS CENTER - Suite 1450 One Alhambra Plaza Coral Gables, Florida 33134

**ARTICLE X**

This Corporation reserves the right to amend, alter, change or appeal any provisions contained in these Articles of Incorporation in the manner now or hereinafter described by Statute.

The Stockholder or Stockholders shall have the power to make or amend the By-Laws of this Corporation and to fix any amount to be reserved for working capital. Private property of the stockholder or Stockholders shall not be subject to the payment of the corporate debt to any extent whatsoever. The corporation shall have a first lien on the shares of its members or members and upon dividends due them for any indebtedness of such member or members of the Corporation.

IN WITNESS WHEREOF, I, the undersigned, have made and subscribed these Articles of Incorporation at the City of Coral Gables, County of Dade, State of Florida, on the 2nd day of January, 1995 for the uses and purposes last aforesaid.

*Sandra Lezcano*  
SANDRA LEZCANO

STATE OF FLORIDA )  
                              ) SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority to take acknowledgments and administer oaths, personally appeared SANDRA LEZCANO, to me well known and to me personally known to be the person described herein and who executed the foregoing Articles of Incorporation of

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PANAFOTO MIAMI, INC., and she freely and voluntarily acknowledged before me, according to the law, that she made and subscribed the same for the uses and purposes herein mentioned and set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 2nd day of January, 1995.

Print:

RAOUL GARCIA VIDAL  
NOTARY PUBLIC, State of Florida  
at Large



NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: Feb. 2, 1995.  
BONDED THROUGH NOTARY PUBLIC UNDERWRITERS.

My commission expires:

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

PURSUANT TO Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said act:

THAT PANAFOTO MIAMI, INC., desiring to organize under the laws of the State of Florida, with its principal place of business located at 500 COLUMBUS CENTER - Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134, has named RAOUL GARCIA-VIDAL, ESQ., located at the COLUMBUS CENTER, Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134, as its Registered Agent to accept process within the State of Florida.

BY: 

RAOUL GARCIA-VIDAL, Registered Agent

**ACKNOWLEDGEMENT**

HAVING BEEN MADE TO ACCEPT Service of Process for 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 in regard to keeping open said office.

BY: 

RAOUL GARCIA-VIDAL

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04-13-1995 09:39 FROM EMPIRE

TO

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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33136-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3894  
FAX: (305) 541-3770

(((H95000004192))) DOCUMENT TYPE: BASIC AMENDMENT

NAME: PANAFOTO MIAMI, INC.

FAX AUDIT NUMBER: H95000004192

DATE REQUESTED: 04/13/1995

CERTIFIED COPIES: 1

NUMBER OF PAGES: 3

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CERTIFICATE OF STATUS: 0

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AMENDMENT TO ARTICLES OF INCORPORATION

#P15000004010

PANAPOTO MIAMI, INC., a Florida corporation, under its corporate seal and the hands of its President, HARISH GIANCHANDANI, and Secretary, MIGUEL DE LA GALA, hereby certify that:

The two Officers, Director and Stockholder of the Corporation, HARISH GIANCHANDANI and MIGUEL DE LA GALA, at a meeting called on the 22nd day of March, 1995, adopted the following resolution:

RESOLVED, that from and after the date of the filing of this Amendment to Articles of Incorporation with the Secretary of State of the State of Florida, Article I shall be altered and amended, as follows:

ARTICLE I

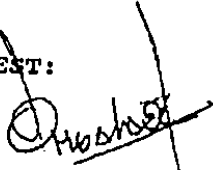
The name of this Corporation shall be:

PANAPOTO, INC.

The meeting of the two Officers and the Director and Stockholder, HARISH GIANCHANDANI and MIGUEL DE LA GALA was held on the 22nd day of March, 1995, and at said Special Meeting of the Officers, Director and Stockholder, this Amendment to the Articles of Incorporation was duly adopted by a vote of the Stockholder.

IN WITNESS WHEREOF, said Corporation has caused this Amendment to Articles of Incorporation to be signed in its name by its President and its corporate seal to be hereto affixed and attested by its Secretary this 22nd day of March, 1995.

ATTEST:



MIGUEL DE LA GALA, Secretary

PANAPOTO MIAMI, INC., a Florida corporation:



HARISH GIANCHANDANI, President

Prepared by:

Raoul Garcia-Vidal  
One Alhambra Plaza #1450  
Coral Gables, FL 33134  
305-444-8382  
F1861-209589

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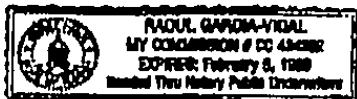
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STATE OF FLORIDA)  
 ) SS  
 COUNTY OF DADE )

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PERSONALLY APPEARED before me, the undersigned authority, duly authorized to administer oaths and take acknowledgements, HARISH GIANCHANDANI and MIGUEL DE LA GALA, each of whom to me are PERSONALLY well known to be the persons described in and who subscribed to the above and foregoing Amendment to Articles of Incorporation, and each of them free and voluntarily acknowledge before me, according to Law, that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida this 22nd day of March, 1995.



Print:

*[Signature]*  
 RAUL GARCIA-VIDAL  
 NOTARY PUBLIC, State of Florida  
 at Large

My commission expires:

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