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TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
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(((H95000001515))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PAN AMERICAN VENTURES #3, INC.
FAX AUDIT NUMBER: H95000001515 CURRENT STATUS: REQUESTED
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GENERIC

ARTICLES OF INCORPORATION

02

PAN AMERICAN VENTURES #1, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

PAN AMERICAN VENTURES #1, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes

Prepared by:
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Ft. Lauderdale, FL 33316
Telephone: (305) 522-6333
FAM: 372595

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or other obligations or negotiable instruments.

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS: PAN AMERICAN VENTURES #3, INC. shall have it's principal place of business at 7027 W. Broward Boulevard, Suite 294, Plantation, Florida 33317.

The Board of Directors may, from time to time, move the principal office to any other office within the State of Florida, as the said corporation may desire.

ARTICLE VI

DIRECTORS: This corporation shall have one (1) director initially; the number of Directors may be increased from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

DIRECTORS: The name and address of the first Board of Directors of these Articles of Incorporation is as follows:

Orlando Sanchez Sandoval
7027 W. Broward Blvd, Ste 294
Plantation, FL 33317

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The name and address of the original officers is as follows:

Orlando Sanchez Sandoval - President
7027 W. Broward Blvd, Ste 294
Plantation, FL 33317

ARTICLE VIII

INCORPORATORS AND SUBSCRIBERS: The Incorporator and
Subscriber to all of the capital shares of the corporation shall
be:

Orlando Sanchez Sandoval
7027 W. Broward Blvd, Ste 294
Plantation, FL 33317

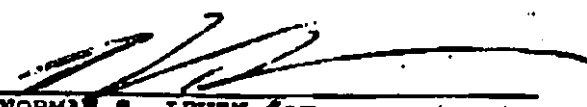
AMENDMENT: These Articles of Incorporation may be amended in
the manner provided by law. Every amendment shall be approved by
the Board of Directors, proposed by them to the stockholders, and
approved at a stockholders' meeting by a majority of the
stockholders entitled to vote thereon.

ARTICLE IX

REGISTERED AGENT: That NORMAN S. LEVIN, P.A., 1120 South
Federal Highway, Suite #2, Fort Lauderdale, Florida 33316, is
hereby named Registered Agent for this corporation to be its agent
and to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for PAN
AMERICAN VENTURES #3, INC., at the place designated in this
Article, I hereby accept to act in this capacity, and agree to
comply with the provisions of said act relative to keeping open
said office.


NORMAN S. LEVIN for
NORMAN S. LEVIN, P.A.
Registered Agent

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I, THE UNDERSIGNED, being the original Subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 6 day of Feb. 1995.

ORLANDO SANCHEZ SANDOVAL

STATE OF FLORIDA
COUNTY OF BROWARD

SS:

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgements, personally appeared ORLANDO SANCHEZ SANDOVAL, to me known to be the person who subscribed to the foregoing Articles of Incorporation, and he acknowledged to me that he did subscribe hereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County above set forth this 6 day of Feb. 1995.

Carlene O'Donnell
NOTARY PUBLIC, State of Florida

My commission expires:



CARLENE A. O'DONNELL
My Comm Exp. 3-28-96
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