

**H95000032374**

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-02-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3894  
FAX: (305) 541-3170

(((H95000004631)))  
NAME: PAN BUSINESS INTERNATIONAL, INC.  
FAX AUDIT NUMBER: H95000004631  
DATE REQUESTED: 04/26/1995  
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95 APR 25 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature/initials*

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ARTICLES OF INCORPORATION  
OF  
PAN BUSINESS INTERNATIONAL, INC.

FILED  
95 APR 25 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is Pan Business International, Inc..

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is to transact any and all lawful business for which corporations may be incorporate under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having the par value of \$1.00 currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

Prepared By: Eduardo Fernandez, Esquire  
Freeman, Newman & Butterman  
520 Brickell Key Drive, Suite 305  
Miami, FL 33131  
(305) 374-3800  
Florida Bar Number: 395889

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ARTICLE IV - PREEMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation, outstanding at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription of such bonds, notes, debentures, or other securities convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 320 Brickell Key Drive, Suite 305, Miami, FL 33131. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one (1).

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**ARTICLE VIII - INITIAL DIRECTORS**

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Pedro de Almeida Alves Neto	520 Brickell Key Drive Suite 305 Miami, FL 33131

**ARTICLE IX - INITIAL OFFICERS**

Director: Pedro de Almeida Alves Neto

**ARTICLE X - INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is: Pedro de Almeida Alves Neto, 520 Brickell Key Drive, Suite 305, Miami, FL 33131

**ARTICLE XI - 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 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 be made.

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ARTICLE XII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be at 520 Brickell Key Drive, Suite 305, Miami, FL 33131. The Board of Directors may from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE XIII - SERVICE OF PROCESS

All legal service shall be made upon Eduardo Fernandez.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

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The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

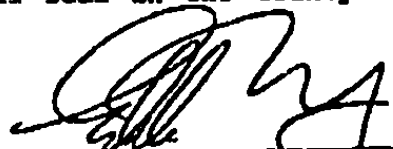
IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed on April 24, 1995.

  
Pedro de Almeida Alves Neto  
INCORPORATOR

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Pedro de Almeida Alves Neto, to me well known to be the individual described and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above on April 24, 1995.

  
Notary Public, State of  
Florida, At Large

My commission expires:




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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:  
Pan Business International, Inc.
2. The name and address of the Registered agent and office is:  
Eduardo Fernandez  
520 Brickell Key Drive  
Suite 305  
Miami, FL 33131

SIGNATURE   
Pedro Almeida Alves Neto  
TITLE Incorporator  
DATE April 24, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE   
DATE April 24, 1995

FILED  
95 APR 25 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00 375 00

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PROFIT  
CORPORATION  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra D. Matham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P95000032374 (7)

1. Corporation Name

PAN BUSINESS INTERNATIONAL, INC.

Principal Place of Business

520 BRICKELL KEY DRIVE  
SUITE 305  
MIAMI FL 33131

Mailing Address

520 BRICKELL KEY DRIVE  
SUITE 305  
MIAMI FL 33131

REINSTATEMENT

4/25/96

3. Date Incorporated or Qualified 04/25/1995  
3a. Date of Last Report

2. Principal Place of Business 21 501 Brickell Key Drive Suite, Apt. #, etc. 22 Suite 400 City & State 23 Miami, Florida Zip 24 33131	2a. Mailing Address 26 501 Brickell Key Drive Suite, Apt. #, etc. 27 Suite 400 City & State 28 Miami, Florida Zip 29 33131	4. FET Number XX Applied For Not Applicable 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 7. This corporation has liability for intangible tax under s. 190.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent

FERNANDEZ, EDUARDO  
520 BRICKELL KEY DRIVE  
SUITE 305  
MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name  
FERNANDEZ, EDUARDO  
82 Street Address (P.O. Box Number is Not Acceptable)  
501 Brickell Key Drive  
83 Suite 400  
84 City  
Miami, FL 85 Zip Code  
33131

11. Pursuant to the provisions of Sections 607.07(2) and 607.11(8), Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and consent to, the provisions of, Section 607.003, Florida Statutes.

SIGNATURE

Signature (typed or printed name of registered agent and the corporation)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D NETO, PEDRO D 520 BRICKELL KEY DRIVE #305 MIAMI FL 33131	1.1 TITLE 12 NAME 13 STREET ADDRESS 14 CITY-ST-ZIP	D Alves, Pedro 501 Brickell Key Drive, Suite 400 Miami, Florida 33131
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	2.1 TITLE 22 NAME 23 STREET ADDRESS 24 CITY-ST-ZIP	200002020722-9 -12/05/96--01027--023 ****375.00 ****375.00
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 32 NAME 33 STREET ADDRESS 34 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 42 NAME 43 STREET ADDRESS 44 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 52 NAME 53 STREET ADDRESS 54 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 62 NAME 63 STREET ADDRESS 64 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2034 (12/95)