OF COUNSEL: TIMOTHY M. MARTIN ODEAN BANK BUILDING 782 N.W. LE JEUNE RD SUITE 328 MIAMI, FL 33126

TELEPHONE: (305) 445-4855 TELEFAX: (305) 445-9483

April 12, 1995

Secretary of State Corporate Division The Capitol Tallahassee, FL 32304 TYCHCHCHC 1 4446;246;2577 +04701735--01000--003 ++++124,50 ++++124,50

Re: Pan American Insurance & Investment, Group, Inc.

Patrick L

Gentlemen:

I am enclosing the original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check for the sum of \$122.50 is enclosed which represents the following fees per Fla. Stat. 607.361:

. CORDERO PA

- ATTORNEYS AT LAW -

For Profit Corp. Filing Fee\$35.00Registered Agent Fee\$35.00Certified Copy of Articles\$52.50

Please file the original of the enclosed Articles of Incorporation and mail back to the undersigned a confirmed copy.

Very truly yours,

Patrick L. Cordero, Esq.

PLC:nb

Enc.



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 Incorporation:

ARTICLE I. Corporate Name

The name of this corporation is 'PAN AMERICAN INSURANCE & INVESTMENT GROUP, INC.

ARTICLE 11. Duration

The period of its duration is perpetual.

ARTICLE III. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. Capital Stock

The Corporation is authorized to issue One Hundred (100) shares, all of one class of Common Stock at 1.00 par value per share.

ARTICLE V. Initial Registered Agent and Office.

The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent: John McGee 13641 S.W. 128th Street Miami, Florida 33177 Address of Corporation:

Address of Corporation: 13641 S.W. 128th Street Miami, Florida 33177

> ARTICLE VI. Initial Board of Directors Page 1 of 4

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is:

> John McGee 13641 S.W. 128th Street Miami, Florida 33177

. .

ARTICLE VII. Incorporators.

The name and address of the Incorporator signing these Articles of Incorporation are:

> John McGee 13641 S.W. 128th Street Miami, Florida 33177

ARTICLE VIII. Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX. Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all shareholders entitled to vote and filed with the Secretary of the Corporation.

ARTICLE X. Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, Page 2 of 4 and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board or Directors.

ARTICLE XI - Initial Officer(s)

The following officers shall hold initial appointments and may be changed with shareholder action:

President:	John McGee
Vice President:	John McGee
Treasurer:	John McGee
Secretary:	John McGee

John McGee SS.

STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared John McGee, to me known or who provided the following identification M2OO-479-61-429-0 and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 12^{15} day of (200, 1) 1995.

OFFICIAL NOTARY SEAT	al 2
COMMISSION NC - C 2 MY COMMISSION NC - C 2 MY COMMISSION 10 - 11/2 - 150-150	NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

Page 3 of 4

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 \$48.091, Florida Statutes, the following is submitted:

First, that PAN AMERICAN INSURANCE & INVESTMENT GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Miami, Florida, has named John McGee, located at 13641 S.W. 128th Street, Miami Florida, 33177 as its agent to accept service of process within Florida.

John McGee Chief Executive Officer

Having been named to accept service of process for the above stated corporation, at the place designated in the 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 performance of my duties.

John McGee

Resident Agent

SWORN AND SUBBARRADD DE LONE mq this 12th day of On 1995. PAT CORDEPC: NOTARY FUBLIC STATE OF FUORIDA COMMISSION NO CO (1990) MY COMMISSION SXIS MAY 26,1996 NOTARY PUBLIC, State of Florida

at Large

My Commission Expires:



OF COUNTEL: TIMOTHY M. MARTIN OCEAN BANK BUILDING 782 N.W. LE JEUNE RD BUTTE 328 MAM, FL 33126

TELEPHONE: (308) 448-4858 TELEFAX: (308) 448-8483

June 18, 1995

Secretary of State Corporate Division The Capitol

Tallahassee, FL 32304

Re: Pan American Insurance & Investment, Group, Inc. No. P 95000032388

It has come to my attention that there was a typographical error in the incorporating address of the above-referenced corporation.

Therefore, kindly correct your records to reflect the proper address as follows:

13641 S.W. 178th Street Miami, Florida 33177

Thanking you in advance for your attention to this matter

very truly yours,

CORDERO, ESQUIRE PATRICK L.

PLC/aic



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