

AUG-07-1995 11:17 FROM DEBBIE CHAFFIN RUTH TO 10200140777357882550 P.03

P95000061542

WARREN MCFADDEN
11680 Point Drive
South Merritt Island, FL 32952

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-08/09/95--01014--002
****122.50 ****122.50

August 7, 1995

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

RE: Pan Resources of Florida, Inc.

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee:	\$35.00
Certified Copy:	\$2.50
Registered Agent Fee:	35.00

Total: \$122.50

Please return a certified copy of the Articles of Incorporation to the undersigned. Your prompt attention to this matter would be appreciated.

Very truly yours,

Warren McFadden
WARREN MCFADDEN

WMF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG -8 PM 1:17

FILED

ARTICLES OF INCORPORATION
OF
PAN RESOURCES OF FLORIDA, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is Pan Resources of Florida, Inc.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation is 11680 Point Drive, Dragon Point, South Merritt Island, Florida 32952.

ARTICLE III

SHARES

The number of shares the corporation is authorized to issue is 10,000 shares par value 10 cents.

ARTICLE IV

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasurer of this corporation, in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, in inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and office of this corporation is Richard Lee Barrett, Esquire, Barrett, Chapman & Ruta, P.A., 940 Highland Avenue, Orlando, Florida 32803.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

Warren McFadden

11680 Point Drive
Dragon Point
South Merritt Island, FL 32952

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is Warren McFadden, 11680 Point Drive, Dragon Point, South Merritt Island, Florida 32952.

ARTICLE VIII

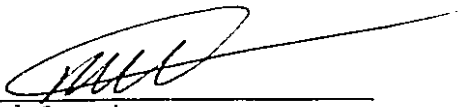
PURPOSE

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

IN WITNESS WHEREOF, by the undersigned Incorporator has executed these Articles of Incorporation this 7th day of August, 1995.


Incorporator

Having been named as Registered Agent for the above-stated corporation, 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 and I accept the duties and obligations of §607.0505, Florida Statutes.


Registered Agent

FILED
5 AUG -8 PM 1:15
CLERK OF SUPERIOR COURT
JULIA M. STEVENSON

P95000061542

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

PAN RESOURCES, INC., a Texas corporation not qualified in Florida

INTO

PAN RESOURCES OF FLORIDA, INC., a Florida corporation, P95000061542

File date: September 1, 1995

Corporate Specialist: Velma Shepard

P95000061542

Warren McFadden

(Requestor's Name)

940 Highland Ave.

(Address)

Orlando, Fl. 32803

(City, State, Zip)

(Phone #)

RECEIVED
SEP 11 1995
FBI - MIAMI

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Merger

VS SEP 11 1995

Examiner's Initials

Articles of Merger

15 SEP -1 AM 8:57

Pan Resources of Florida, Inc. and Pan Resources, Inc., being validly and legally formed under the laws of the State of Florida, and the laws of the State of Texas, respectively, have adopted a Plan of Merger:

1. The Plan of Merger is attached hereto as Exhibit A.
2. The effective date of the Merger is the date of the filing of the Articles of Merger in Florida and in Texas, whichever is later.
3. The number of shares outstanding for each corporation are as follows:

Pan Resources, Inc.	1000 shares
Pan Resources of Florida, Inc.	1000 shares

4. Pan Resources of Florida, Inc. adopted the Plan of Merger on the 31st day of August, 1995 by a unanimous vote of all of the shareholders.
5. Pan Resources, Inc., adopted the Plan of Merger on the 31st day of August, 1995 by a unanimous vote of all of the shareholders.
6. The approval of the Plan of Merger by Pan Resources of Florida, Inc. was duly authorized by all actions required by the laws of Florida and Pan Resources of Florida's constituent documents.

PAN RESOURCES OF FLORIDA, INC.
a Florida corporation

By: Warren McFadden
President

and

Warren McFadden
Secretary

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 11 day of August, 1995, by Stephanie A. Jones, who is the President of Pan Resources of Florida, Inc. and who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

(SEAL)



STEPHANIE A. JONES
MY COMMISSION # CC289298 EXPIRES
May 25, 1997
BONDED THROUGH TROY FAIR INSURANCE, INC.

Stephanie A. Jones
NOTARY PUBLIC

(signature)

Stephanie A. Jones
(type, print or stamp name
of officer)

Witnessed by
11/11/95

(Serial number, if any)

PAN RESOURCES, INC.
a Texas corporation

By:

William H. Heston
President

and

Stephanie A. Jones
Secretary

STATE OF FLORIDA }
COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this 31 day of August, 1995, by WILLIAM H. HESTON, who is the President of Pan Resources, Inc. and who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

(SEAL)

STEPHANIE A. JONES
MY COMMISSION # CC289209 EXPIRES
May 25, 1997
BONDED THIRD PARTY FARM INSURANCE, INC.

(signature)

Stephanie A. Jones
NOTARY PUBLIC

Stephanie Jones
(type, print or stamp name
of officer)

FD41 11,213-581-28 267

(Serial number, if any)

PLAN OF MERGER

Pan Resources of Florida, Inc., a Florida corporation and Pan Resources, Inc. a Texas corporation, hereby adopt the following Plan of Merger pursuant to §607.1107, Fla. Stat. (1993) and Art. 5.01 of the Texas Business Corporation Act.

1. Name of each corporation planning to merge is:

Pan Resources of Florida, Inc., a Florida corporation
Pan Resources, Inc., a Texas corporation

2. Name of surviving corporation is:

Pan Resources of Florida, Inc., a Florida corporation

3. The terms and conditions of the merger are:

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger. The surviving corporation, Pan Resources of Florida, Inc., shall be obligated for the payment of the fair value of shares held by shareholders complying with Article 5.12 of the Texas Business Corporation Act.

4. The manner and basis of converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

(a) Each share of common stock of Pan Resources, Inc. issued and outstanding on the effective date of the merger shall be converted into one share of common stock of Pan Resources of Florida, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of

shares of such stock to which such holder is entitled as provided above.

5. The articles of incorporation of the surviving corporation, Pan Resources of Florida, Inc. shall continue to be its articles of incorporation following the effective date of the merger. Copies of the Articles are attached hereto as Exhibit A.

6. The effective date of the merger shall be the date when the articles of merger are filed with the Florida Department of State or the Texas Department of State, whichever is later.

7. Other provisions relating to the merger:

(a) Bylaws. The bylaws of the surviving corporation, Pan Resources of Florida, Inc., continue to be its bylaws following the effective date of the merger.

(b) Directors and Officers. The directors and officers of the surviving corporation, Pan Resources of Florida, Inc., on the effective date shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

PAN RESOURCES, INC.,
a Texas corporation,

By: Narvee McFadden
Director/President

PAN RESOURCES OF FLORIDA, INC.,
a Florida corporation,

By: Narvee McFadden
Director/President