

Document Number Only

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96 JAN 11 PM 2:46
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM
Requester's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

01/11/96 01:00:00
01/11/96 01:00:00
01/11/96 01:00:00

Pan American World Airways, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Restatement

☒ Certified Copy

☐ Call When Ready

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EL BROWN JAN 11 1996

CR2E031 (1-89)

**ARTICLES OF INCORPORATION
OF
PAN AMERICAN WORLD AIRWAYS, INC.**

FILED
26 JAN 11 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is PAN AMERICAN WORLD AIRWAYS, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2333 Ponce de Leon Blvd., PH 1111, Coral Gables, Florida 33134.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$0.01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

FORM 1000-1000 1/1/70

ARTICLE

The street address of the Corporation's initial registered office in the State of Florida is 1200 South Pine Island Road, Florida, 33324, City of Plantation, County of Broward, and the name of its initial registered agent at such office is C.T. Corporation System.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors who is to serve as the Corporation's sole director until his successor is duly elected and qualified is:

Fernando Alonso
1221 Brickell Avenue
Miami, FL 33131

ARTICLE VII

The name of the Incorporator is Cornio Bryan and the address of the Incorporator is 660 E. Jefferson St., Tallahassee, FL 32301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 11 day of January, 1996.

Connie Bryan
Connie Bryan
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PAN AMERICAN
WORLD AIRWAYS, INC., hereby accepts such designation and is familiar with and
accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

C T CORPORATION SYSTEM

By: Connie Bryan
Registered Agent
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

DATED: January 11, 1996.

1201 HAYS STREET
TALLAHASSEE, FL 32301
TAX

800-342-8086

P96000003766



RECEIVED
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DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000037
REFERENCE : 866521 4303929
AUTHORIZATION : *Leticia Pyrite*
COST LIMIT : \$ 87.50

ORDER DATE : March 1, 1996

ORDER TIME : 11:19 AM

400001729554

ORDER NO. : 866521

CUSTOMER NO: 4303929

CUSTOMER: Myrna Anne Norman, Legal Asst
Greenberg Trautman Hoffman
22nd Floor
1201 Brickell Avenue
Miami, FL 33131-3230

DOMESTIC AMENDMENT FILING

NAME: PAN AMERICAN WORLD
AIRWAYS, INC.

FILED
96 MAR -1 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CARINA DUNLAP

EXAMINER'S INITIALS: *Amendment*
DC
3/4/96

GREENBERG ATTORNEYS AT LAW TRAURIG

Leonard J. Adler
Fernando G. Alonso
Cesar L. Alvarez
Liliana Armas
Daniel H. Aronson
David C. Ashburn
Charles M. Auslander
James L. Bacchus
Fred W. Baggett
Kerri L. Barsh
Hilario Bass
V. Dawn Beigley
Norman J. Benford
Dale S. Bergmann
Paul Bockowitz
Debiget Berry
Mark E. Bideau
Lawrence Jan Biehl
Mark D. Blount
Reginald L. Boothillier, Jr.
Howard Bregman
Francis D. Bragan, Jr.
Burt Brulion
Gabriel Bulgas
Bernardo Dursteln
David H. Chase
Michael J. Chervida
Ary Choucke
Sue M. Colib
C. Deryl Couch
Miguel A. De Grandy
Alan T. Dimond

Linda A. Dougherty
Candace R. Duff
William D. Eck
Arthur J. England, Jr.
Gary M. Epstein
Andrea F. Fisher
Jorge L. Friedland
Jeffrey H. Fried
Robin E. Frydman
Robert C. Gang
Richard G. Garrett
Brian K. Gart
David J. George
Jeffrey Gilbert
Laurie L. Giddan
Bruce H. Giles-Klein
Richard J. Glusa
Lawrence Goldofsky
Joel K. Goldman
Steven E. Goodman
Glenn E. Goldstein
Joseph G. Goldstein
Matthew B. Gordon
Dianne Greenberg
Robert L. Grossman
Barbara A. Hall
Edgar A. Harper
Fred E. Harris, Jr.
Steven M. Hoffman
Alberto M. Hernandez
Jeffrey A. Hirsch

Kenneth C. Hoffman
Larry J. Hoffman
Kenneth A. Horky
John Harrison Hough
Andrew Hulsh
John B. Hutton
Lisa Iglesias
Keith A. James
Martin Kall
Steven M. Katzman
David S. Keen
Holly W. Kimmel
Shepard Kling
Steven J. Kravitz
Alan S. Kriesher
J. D. Boone Kuersteiner
Christopher L. Kurzer
Ronald C. LaFace
Gustavo J. Lamelas
Steven A. Landy
Steven B. Lapidus
Linda E. Larrin
Nancy B. Lash
Moshe M. Lehrfield
James P. S. Leshaw
Marc S. Levin
Oscar Levin
Michael P. Levinson
Norman H. Lipoff
Carlos E. Louniet
Juan P. Loumet
Bruce E. Macdonough

Alfred J. Malefatto
Samantha D. Malloy
Fernando Margalit
Ines Martinez-Prilegues
Enrique J. Martin
Pedro A. Martin
Roberto Martinez
Pedro J. Martinez-Fraga
Joel H. Maser
Juan J. Mayol, Jr.
Craig T. McClung
Robert H. McDonald
Teresa J. Moore
James W. Newman
Maury R. Olicker
Rebecca H. Orand
Debbie M. Orshesky
Allen Ortega
A. Friesner Pardo
Steven J. Pardo
Rose Parlah-Ramon
Michael G. Park
Marshall H. Pasternack
Sylvia S. Penneys
Sheldon S. Polish
Roberto R. Papa
Albert D. Quentel
Daniel E. Reed
C. Ryan Reetz
Barry Scott Richard
Douglas J. Rillman
Andrés Rivera

A. Jeffrey Robinson
Kenneth R. Robinson
Raquel A. Rodriguez
Marvin S. Rosen
Richard A. Rosenbaum
Eric D. Rosenberg
Donald M. Rosengarten
David L. Rosa
Stephen D. Sanford
Gary A. Saul
Elliot H. Scherker
Mark P. Schnapp
Clifford A. Schulman
Frank Scruggs
Randy J. Shaw
Paul A. Shelnutz
Brian J. Sherr
Lawrence Silverman
Marlene K. Silverman
Holly R. Skolnick
Denise Mendes Smith
Lori A. Suchin
Charles E. Silver, Jr.
Joel L. Stocker
Douglas H. Thornburg
Robert H. Taurig
Peter L. Tumb
Merrill A. Ulmer
Brian J. Walsh
Keith Wassenstrom
Fern S. Watts
Elise D. Wenkley

Gary Weinfeld
Jeffrey Weithorn
David E. Wells
Bradford D. West
Howard W. Whitaker
Kelly White
William S. Wilson
Jerrold A. Wish
Timothy D. Wolfe
Linda G. Woron
Arthur C. Young
Julie A. Zahmsner
Robert A. Zinn

Of Counsel

Arnold J. Hoffman
Patricia Menendez Canino
Ambler H. Moss, Jr.
Patrick T. O'Brien
Allan Salovey
Paul E. Shapiro
H. Allan Shore
Marc M. Watson
Julie A.S. Williamson

Melvin N. Greenberg
(1928-1994)

Myrna Anne Norman
(305) 789-5375

February 29, 1996

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: **PAN AMERICAN WORLD AIRWAYS, INC.**

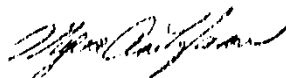
Enclosed herewith is **one duly executed original and one copy of ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION** for the captioned corporation.

Also enclosed is a check in the amount of **\$87.50** to cover the cost of filing and one certified copy.

Secretary of State
February 29, 1996
Page 2

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,



Myrna Anne Norman
Legal Assistant

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PAN AMERICAN WORLD AIRWAYS, INC.**

FILED
96 MAR -1 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **PAN AMERICAN WORLD AIRWAYS, INC.** (the "Corporation"), Charter #P96000003766, filed on January 11, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by the sole Director of the Corporation on February 27, 1996 and by all of the Shareholders of the Corporation, the number of votes cast being sufficient for approval, on February 27, 1996 in the manner prescribed by Section 607.1003 of the Act:

RESOLVED, that Article III of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE III

Capital Stock

The Corporation is authorized to issue 100,000,000 shares of common stock, par value \$.0001 per share. The Board of Directors may authorize the issuance of such shares to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services should be fixed by the Board of Directors. All such shares when issued should be fully paid and exempt from assessment.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the Secretary of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of Pan American World Airways, Inc. this 29th day of February, 1996.

INC.,

PAN AMERICAN WORLD AIRWAYS,

a Florida corporation

BY: _____


John J. Ogilby, Secretary

P96000003766

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700001961617

-10/01/96--01161--014

*****70.00 *****70.00

700001961617

-10/01/96--01161--015

*****61.25 *****61.25

PA Acquisition Corporation

merging into:

Pan American World Airways, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merge

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

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Tamara.

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File 2nd
Merger
C.C. +
Cus.

P960000003766

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

PA ACQUISITION CORPORATION, a Florida corporation, P96000015709

INTO

PAN AMERICAN WORLD AIRWAYS, INC., a Florida corporation,
P96000003766

File date: September 23, 1996

Corporate Specialist: Joy Moon-French

**ARTICLES OF MERGER
OF
PA ACQUISITION CORPORATION
INTO
PAN AMERICAN WORLD AIRWAYS, INC.**

FILED

96 SEP 23 AM 11:47

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned Florida corporations adopt the following Articles of Merger pursuant to which PA Acquisition Corporation, a Florida corporation, shall be merged (the "Merger") with and into Pan American World Airways, Inc., a Florida corporation:

1. Pan American World Airways, Inc., a Florida corporation, shall be the surviving corporation of the Merger ("Surviving Corporation"). PA Acquisition Corporation, a Florida corporation, shall be the merging corporation ("Merging Corporation").

2. A copy of the Agreement and Plan of Merger, dated as of March 13, 1996, as amended, to which each of the Merging Corporation and Surviving Corporation is a party (the "Plan of Merger") is attached hereto as Exhibit A and incorporated herein by reference.

3. The Merger shall become effective at 5:00 p.m., Eastern Time, on the date these Articles of Merger are filed with the Department of State of the State of Florida.

4. The Plan of Merger was adopted by the shareholders of Surviving Corporation entitled to vote thereon at a meeting of such shareholders of Surviving Corporation on September 4, 1996, in the manner prescribed by the Florida Business Corporation Act. The Plan of Merger was adopted by the sole shareholder of Merging Corporation by written consent without a meeting in the manner prescribed by the Florida Business Corporation Act on September 4, 1996.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 23 day of September, 1996.

PA ACQUISITION CORPORATION

By: _____

Mark J. Hanna, President

PAN AMERICAN WORLD AIRWAYS, INC.

By: _____

Martin R. Shugrue, Chief
Executive Officer

**ARTICLES OF MERGER
OF
PA ACQUISITION CORPORATION
INTO
PAN AMERICAN WORLD AIRWAYS, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned Florida corporations adopt the following Articles of Merger pursuant to which PA Acquisition Corporation, a Florida corporation, shall be merged (the "Merger") with and into Pan American World Airways, Inc., a Florida corporation:

1. Pan American World Airways, Inc., a Florida corporation, shall be the surviving corporation of the Merger ("Surviving Corporation"). PA Acquisition Corporation, a Florida corporation, shall be the merging corporation ("Merging Corporation").
2. A copy of the Agreement and Plan of Merger, dated as of March 13, 1996, as amended, to which each of the Merging Corporation and Surviving Corporation is a party (the "Plan of Merger") is attached hereto as Exhibit A and incorporated herein by reference.
3. The Merger shall become effective at 5:00 p.m., Eastern Time, on the date these Articles of Merger are filed with the Department of State of the State of Florida.
4. The Plan of Merger was adopted by the shareholders of Surviving Corporation entitled to vote thereon at a meeting of such shareholders of Surviving Corporation on September 4, 1996, in the manner prescribed by the Florida Business Corporation Act. The Plan of Merger was adopted by the sole shareholder of Merging Corporation by written consent without a meeting in the manner prescribed by the Florida Business Corporation Act on September 4, 1996.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 23 day of September, 1996.

PA ACQUISITION CORPORATION

By: _____
Mark J. Hanna, President

PAN AMERICAN WORLD AIRWAYS, INC.


By: 
Martin R. Shugrue, Chief
Executive Officer

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement of Merger"), dated as of 4-23, 1996, is entered into by and among FROST HANNA MERGERS GROUP, INC., a Florida corporation ("FHM"), PA ACQUISITION CORPORATION, a Florida corporation and a wholly-owned subsidiary of FHM ("Acquisition"), and PAN AMERICAN WORLD AIRWAYS, INC., a Florida corporation ("Pan Am" or "Surviving Corporation"). Pan Am and Acquisition are herein sometimes collectively called the "Constituent Corporations."

WITNESSETH:

WHEREAS, Acquisition is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of Acquisition consists of 100 shares of common stock, par value \$.01 per share (the "Acquisition Common Stock"), of which 100 shares are issued and outstanding and owned, beneficially and of record, by FHM;

WHEREAS, Pan Am is a corporation duly organized and existing under the laws of the State of Florida and, the authorized capital stock of Pan Am consists of 100,000,000 shares of common stock, par value \$.0001 per share (the "Pan Am Common Stock"), of which 6,176,191 shares are issued and outstanding; and

WHEREAS, Pan Am, FHM and Acquisition have entered into an Acquisition Agreement (the "Agreement"), dated as of the date hereof, which sets forth certain representations, warranties and agreements in connection with the transactions therein and herein contemplated and which contemplates the merger of Acquisition with and into Pan Am (the "Merger") in accordance with this Agreement of Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

ARTICLE I

1.1 **Merger:** Upon the terms and subject to the conditions set forth herein and in the Agreement, including, without limitation, the fulfillment or waiver by the applicable parties to the Agreement of all conditions precedent to the consummation of the transactions contemplated by the Agreement, Acquisition shall be merged with and into Pan Am upon the filing of Articles of Merger with the Secretary of State of the State of Florida in accordance with Section 607.1105 of the Florida Business Corporation Act (the "Act") (5:00 p.m. Eastern Time on the date of such filing with the Secretary of State of the State of Florida is referred to herein as the "Effective Time"; and the "Effective Date" of the Merger shall be the date of the Effective Time). The separate corporate existence of Acquisition shall thereupon cease and Pan Am shall be the surviving corporation and the separate corporate existence of Pan Am shall continue unaffected and unimpaired by the Merger.

ARTICLE II

2.1 Articles of Incorporation of Surviving Corporation: From and after the Effective Time, and until further amended in accordance with the Act, the Articles of Incorporation of Pan Am shall be the Articles of Incorporation of the Surviving Corporation.

2.2 Bylaws of Surviving Corporation: The Bylaws of Pan Am, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until duly amended in accordance with such Bylaws and applicable law.

2.3 Officers and Directors of Surviving Corporation: The officers of Pan Am immediately prior to the Effective Time shall, after the Effective Time, be the officers of the Surviving Corporation and the directors of Pan Am shall, after the Effective Time, be the directors of the Surviving Corporation, in each case until their respective successors are duly appointed or elected and qualified, or until their earlier death, resignation or removal.

2.4 Articles of Incorporation of FHM: The Articles of Incorporation of FHM shall not be affected by the Merger; provided, however, immediately following the Effective Time, Amended and Restated Articles of Incorporation of FHM, shall be filed with the Secretary of State of the State of Florida in accordance with Sections 1006 and 1007 of the Act.

ARTICLE III

3.1 Impact on Pan Am Common Stock and Acquisition Common Stock:

3.1.1 Conversion of Pan Am Common Stock: After the Effective Time, each share of Pan Am Common Stock which is issued and outstanding immediately prior to the Effective Time shall be converted without any action on the part of the holder thereof into and be exchangeable for one share of FHM Common Stock, par value \$.0001 per share ("FHM Common Stock").

3.1.2 Conversion of Acquisition Common Stock: At the Effective Time, each share of Acquisition Common Stock that is issued and outstanding immediately prior to the Effective Time shall be converted without any action on the part of the holder thereof into one share of Common Stock, \$.0001 par value, of the Surviving Corporation.

3.2 Exchange of Pan Am Common Stock: As soon as practicable after the Effective Time, each holder of Pan Am Common Stock shall surrender to FHM, or its duly appointed agent, any certificates which immediately prior to the Effective Time shall have represented any then issued and outstanding shares of Pan Am Common Stock. Upon receipt of such surrendered share certificates, FHM shall issue and exchange therefor certificates for shares of FHM Common Stock, representing the number of shares of FHM Common Stock to which such holder is entitled as hereinabove provided.

ARTICLE IV

4.1 Amendment: Subject to applicable law, this Agreement of Merger may be amended, modified or supplemented only by written agreement of FHM, Acquisition and Pan Am, or by the respective officers thereunto duly authorized, at any time prior to the Effective Time.

4.2 Termination: This Agreement of Merger shall terminate upon the termination of the Agreement.

4.3 Counterparts: This Agreement of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

4.4 Governing Law: This Agreement of Merger shall be governed by and construed and enforced in accordance with the internal laws of the State of Florida, without regard to conflict of laws principles thereof.

IN WITNESS WHEREOF, FHM and each of the Constituent Corporations have caused this Agreement of Merger to be executed in their respective corporate names by their respective officers on the day, month and year first above written.

FROST HANNA MERGERS GROUP, INC.

By: 

Richard B. Frost, Chairman of the Board

PA ACQUISITION CORPORATION

By: 

Mark J. Hanna, President

PAN AMERICAN WORLD AIRWAYS, INC.

By: 

Martin R. Shugart, Chief Executive Officer

1:W-AGT34089003\MERG-AGT.N6

ARTICLE IV

4.1 Amendment: Subject to applicable law, this Agreement of Merger may be amended, modified or supplemented only by written agreement of FHM, Acquisition and Pan Am, or by the respective officers thereunto duly authorized, at any time prior to the Effective Time.

4.2 Termination: This Agreement of Merger shall terminate upon the termination of the Agreement.

4.3 Counterparts: This Agreement of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

4.4 Governing Law: This Agreement of Merger shall be governed by and construed and enforced in accordance with the internal laws of the State of Florida, without regard to conflict of laws principles thereof.

IN WITNESS WHEREOF, FHM and each of the Constituent Corporations have caused this Agreement of Merger to be executed in their respective corporate names by their respective officers on the day, month and year first above written.

FROST HANNA MERGERS GROUP, INC.

By: _____
Richard B. Frost, Chairman of the Board

PA ACQUISITION CORPORATION

By: _____
Mark J. Hanna, President

PAN AMERICAN WORLD AIRWAYS, INC.

By: 
Martin R. Shugrue, Chief Executive Officer

1:W-AGT134089003\MERG-AGT.N6

Document Number Only

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500001981985--8

Pan American World Airways, Inc.
changed its name to:

PAWA Holdings, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☒ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

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Name
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Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

CR2E031 (1-89)

10-15

N. HENDRICKS OCT 15 1996

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Please issue one file-stamped copy
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one Certified Copy

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PAN AMERICAN WORLD AIRWAYS, INC.

FILED
96 OCT 15 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Pan American World Airways, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

1. Article I shall be deleted in its entirety and amended to read as follows:

"ARTICLE I

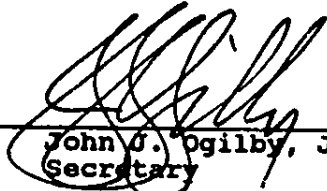
The name of the corporation is PANA Holdings, Inc. (hereinafter called the "Corporation")."

2. The undersigned hereby certifies that the foregoing Amendment to the Articles of Incorporation was duly adopted and approved by all of the directors of the Corporation on April 16, 1996 and by the sole shareholder of the Corporation on September 24, 1996. The number of votes cast was sufficient for approval.

Dated: October 10, 1996

Pan American World Airways, Inc.

By


John J. Ogilby, Jr.
Secretary