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BARTHOLE & ROSARIO  
PROFESSIONAL ACCOUNTANTS  
9730 Sugarwood Way  
Miami, Florida 33186  
Off (305) 380-9655  
Fax (305) 382-7485  
Pag (305) 618-0943

January 18, 1996

Ms. Doris McDuffie  
Florida Dept. Of State  
409 E. Gaines Street  
Tallahassee, FL 32399

Dear Doris:

Please file the enclosed Articles of Incorporation for Pantec Corp.  
as soon as possible, and return a copy of the filed Articles,  
stamped by the state of Florida to me,

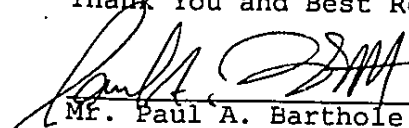
Paul A. Barthole  
9730 Sugarwood Way  
Miami, FL 33186

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

via Fedex using my a/c # 1915-7217-3.

Should you have any questions, please do not hesitate to call me at  
the number on the letterhead.

Thank You and Best Regards;

  
Mr. Paul A. Barthole  
Managing Partner  
BARTHOLE & ROSARIO

File 1-19-96

5/1/23

**ARTICLES OF INCORPORATION  
OF  
PANTEC CORP.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for profit under Chapter 607 of the laws of the State of Florida

**ARTICLE I  
NAME**

The name of the corporation shall be:

**PANTEC CORP.**

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of this corporation shall be:

169 East Flagler Street, Suite 618  
Miami, Florida 33131

The mailing address shall be the same.

**ARTICLE III  
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV  
CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at this time is 1,000 shares of common stock having \$1.00 par value per share. This amount may be changed from time to time as prescribed by the bylaws.

**ARTICLE V  
TERM OF EXISTENCE**

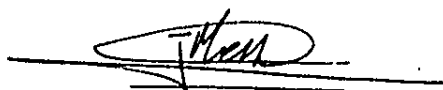
This corporation is to exist perpetually, unless dissolved according to law.

**ARTICLE VI  
REGISTERED AGENT**

The name of the initial registered agent of the corporation shall be Oscar A. Messina and the street address of the initial registered office of the corporation shall be:

169 East Flagler Street, Suite 618  
Miami, Florida 33131

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Oscar A. Messina

**ARTICLE VII  
INITIAL OFFICERS**

This corporation shall have one (1) officer initially. The number of officers may be changed from time to time as prescribed by the bylaws. The name, title, and address of the initial officer of this corporation is:

Oscar A. Messina	169 East Flagler Street, Suite 618	President
	Miami, Florida 33131	

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STATE  
OF FLORIDA

**ARTICLE VIII**  
**STOCKHOLDERS**

The initial stockholders of the corporation, the number of shares each owns, and the percentage of their ownership shall be:

<u>Name</u>	<u># of Shares</u>	<u>% Ownership</u>
Pantec-Technolog, LTDA.	510	51%
Oscar A. Messina	490	49%

**ARTICLE IX**  
**EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE XI**  
**AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**ARTICLE XII**  
**INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is:

Paul A. Barthole                      9730 Sugarwood Way                      Miami, Florida 33186

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18th day of January, 1996.

Paul A. Barthole

Paul A. Barthole, Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a notary public, authorized to take acknowledgments in the state and county set forth above personally appeared Paul A. Barthole, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 18th day of January, 1996.



\_\_\_\_\_  
Notary Public