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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE SERVICE COMPANY

DEPARTMENT OF STATE

112 W. PALMER ST

STATE OF FLORIDA

SUITE 200

400 EAST GADSDEN STREET

MIAMI FL 33135

TALLAHASSEE FL 32399

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: PANTANAL, CORP.

FAX AUDIT NUMBER: H98000001602

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DIVISION OF CORPORATIONS

96 JAN 31 PM 2:26

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B & L Business Legal
141 NE 3rd Ave. 206
Miami, FL 33131
(305) 373-6211
Gil Ubleta

FORWARDED BY:
H & L BUSINESS LEGAL, INC.
141 N. E. 3RD AVE. SUITE 206
MIAMI, FL 33131 (305) 373-6211

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS:

PANTANAL, CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**14921 N. SPUR DR.
NORTH MIAMI, FLORIDA 33161**

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES AT ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**141 N. E. 3rd Avenue
Suite No. 206
Miami, FL 33132**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

B & L BUSINESS LEGAL, INC.

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MIDLAND COUNTY, TEXAS

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

NO OFFICERS HAVE BEEN APPOINTED AT THIS TIME

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

B & L BUSINESS LEGAL, INC.
141 N. E. 3rd Avenue
Miami, FL 33132

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

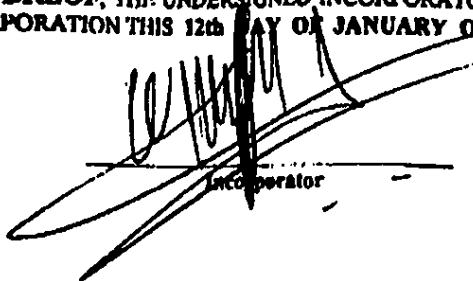
ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 12th DAY OF JANUARY OF 1996.


Incorporator

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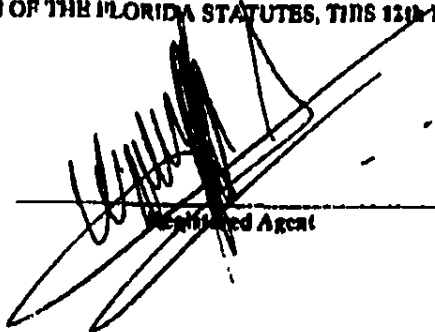
**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

**THAT PANTANAL, CORP. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE
OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE,
STATE OF FLORIDA, HAS APPOINTED B & L BUSINESS LEGAL, INC. , AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.**

ACKNOWLEDGMENT:

**HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF PANTANAL, CORP.
TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 13th DAY OF JANUARY, 1996.**



Registered Agent

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED **B & L BUSINESS**
LEGAL, INC. KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FORGOING
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE
EXECUTED SAME.

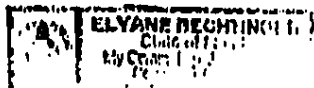
IN WITNESS WHEREOF, I HAVE HEREBUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THIS STATE AND COUNTY AFORESAID THIS 12th DAY OF JANUARY, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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