

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9111

800-342-8086



200001720962

ACCOUNT NO. : 072100000032

REFERENCE : 054707 4303929

AUTHORIZATION : *Patricia Piquit*

COST LIMIT : \$ 131.25

ORDER DATE : February 21, 1996

ORDER TIME : 3:35 PM

ORDER NO. : 054707

200001720962

CUSTOMER NO: 4303929

CUSTOMER: Myrna Anne Norman, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
1221 Brickell Avenue
22nd Floor
Miami, FL 33131-3230

DOMESTIC FILING

NAME: PAN AN HOLDINGS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CARINA DUNLAP

EXAMINER'S INITIALS: _____

FILED
96 FEB 21 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 FEB 21 PM 4:19
DIVISION OF CORPORATION

T. BROWN FEB 22 1996

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TRAURIG

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Fernando C. Alonso
Cesar L. Alvarez
Liliana Armas
Daniel H. Aronson
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Charles M. Auslander
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Juan P. Louniet
Bruce E. Macdonough

Alfred J. Malefatto
Samantha D. Malloy
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Ines Marrero-Pedregues
Enrique J. Martin
Pablo A. Martin
Roberto Martinez
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Sylvia S. Penneya
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Frank Struggs
Randy J. Shaw
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Brian J. Sherr
Lawrence Silverman
Marlene K. Silverman
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Robert A. Zinn

Of Counsel

Arnold J. Hoffman
Patricia Menendez Camba
Andler H. Moss, Jr.
Patrick T. O'Brien
Allen Salovin
Paul E. Shapiro
H. Allan Shore
Mary M. Watson
Julie A.S. Williamson

Melvin N. Greenberg
(1928-1994)

Myrna Anne Norman
(305) 789-5375

February 20, 1996

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

Re: **PAN AM HOLDINGS, INC.**

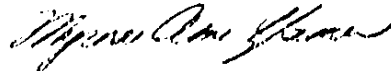
Enclosed herewith are three duly executed originals of **ARTICLES OF INCORPORATION** for the captioned corporation.

Also enclosed is a check in the amount of **\$122.50** to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Secretary of State
February 20, 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 INCORPORATION

OF

PAN AM HOLDINGS, INC.

ARTICLE I

The name of the corporation is PAN AM HOLDINGS, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 9300 N.W. 36th Avenue, Miami, Florida 33128.

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.

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.

FILED
96 FEB 21 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Tallahassee, FL, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

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:

Andrew Weston

ARTICLE VII

The name of the Incorporator is Enrique J. Martin and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131.

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 20th day of February, 1996.


Enrique J. Martin, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Registered Agent

LAURA R. DUNLAP, AS AGENT

DATED: February 21 1996.

FILED
96 FEB 21 AM 8 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FLORIDA 32310
TEL: 904-224-1111 FAX: 904-224-1111
800-344-0006
P9600016295



66 MAR - 6 PM 12: 50
OFFICE OF REGISTRATION

RECEIVED
DATE
BY
Patricia Pizziti

RECEIVED
DATE
BY

400001784614

RECEIVED
DATE
BY

RECEIVED

RECEIVED

FILED
96 MAR - 6 PM 12: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

RECEIVED

RECEIVED

N. HENDRICKS MAR - 7 1996

RECEIVED

RECEIVED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PAFN, INC.**

FILED
96 MAR -6 PM 12:50
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 PAFN, INC. (the "Corporation"), Charter #P96000016295, filed on February 21, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by the Sole Director of the Corporation on March 5, 1996 and by the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, on March 5, 1996 in the manner prescribed by Section 607.1003 of the Act:

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

ARTICLE I

The name of the Corporation is PANF, INC. (hereinafter called the "Corporation").

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 Am Holdings, Inc. this 5 day of March, 1996.

PAFN, INC.
a Florida corporation

BY: 

Andrew R. Weston, Secretary

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0070
904-222-0393 FAX

800-342-8086



P 96000016295

RECEIVED
96 MAR -1 PM 12:09
DIVISION OF CORPORATION

COUNTER FILE # 02210000000000
REF ID FILE # 066521 9 10.0000
AUTHORIZATION # *Patricia Pizzuto*
COPY FILE # 4 022100

ORDER DATE # March 1, 1996

ORDER YEAR # 11:16:00

ORDER NO. # 066521

500001729555

CUSTOMER NO. # 4303979

CUSTOMER: Myrna Anne Norman, Legal Dept
Greenberg Trautman Hoffman
27nd Floor
1371 Beach Road, Tallahassee
Tallahassee, FL 32301-3530

DOMESTIC CORP DOMESTIC FILING

NAME: DON AM HOLDINGS, INC.

FILED
96 MAR -1 PM 14:25
STATE OF FLORIDA
TALLAHASSEE

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:

Name Change
DC
3/4/96

GREENBERG TRAUBIG

ATTORNEYS AT LAW

Leonard J. Adler
Fernando C. Alonso
Gustav E. Alvarez
Liliana Ayres
Daniel H. Atkinson
David C. Ashburn
Charles M. Auslander
James L. Barclay
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Juan P. Loumiet
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Alfred J. Malafatto
Samantha B. Malloy
Fernando Margari
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Luzique J. Martin
Yolko A. Martin
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Aileen Ortega
A. Eresmeo Parho
Susan J. Parho
Rose Parish-Ramon
Michael G. Park
Marshall R. Pasternack
Sylvia S. Pentyris
Sheldon S. Polish
Robert H. Pope
Albert D. Quandel
Daniel E. Reed
C. Ryan Reetz
Harry Scott Richard
Douglas J. Ribstone
Andrés Rivera

A. Jeffrey Robinson
Kenneth B. Robinson
Raquel A. Rodriguez
Marcin S. Rosen
Richard A. Rothenbaum
Eric D. Rosenberg
Donald M. Rosenparten
David E. Ross
Stephen D. Sanford
Gary A. Saul
Elliot H. Schecker
Mark P. Schnupp
Clifford A. Schulman
Frank Scuggs
Handy J. Shaw
Paul A. Shelowitz
Brian J. Sherr
Lawrence Silverman
Marlene K. Silverman
Holly H. Skolnick
Denise Menden Smith
Lori A. Sochin
Charles E. Silver, Jr.
Joel L. Stocker
Douglas R. Thurnburg
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Peter L. Tunn
Merrill A. Ulmer
Brian J. Walsh
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Kelly White
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Timothy D. Wolfe
Linda G. Worton
Arthur C. Young
Julie A. Zahmmer
Robert A. Zinn

Of Counsel

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Patricia Menendez Camba
Amber 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
(1920-1994)

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 AM HOLDINGS, INC.**

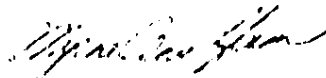
Enclosed herewith is **one duly executed original and one copy of ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION** for the captioned corporation.

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 AM HOLDINGS, INC.**

FILED
95 MAR -1 PM 11:25
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 AM HOLDINGS, INC.** (the "Corporation"), Charter #P96000016295, filed on February 21, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by the Sole Director of the Corporation on February 22, 1996 and by the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, on February 24, 1996 in the manner prescribed by Section 607.1003 of the Act:

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

ARTICLE I

The name of the Corporation is **PAFN, INC.** (hereinafter called the "Corporation").

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 Am Holdings, Inc. this 24 day of February, 1996.

PAN AM HOLDINGS, INC.,
a Florida corporation

BY: 
Andrew R. Weston, Secretary

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9171
904 222 0191 FAX

800-343-8086

P96000016295



FILED
95 MAR 22 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT NO. : 00210000000000
FILE NO. : 203295
OFFICIAL SIGNATURE : *Patricia Pizant*
CASE FILE# : 196270

ORDER NO. : 19600000000000

ORDER TYPE : 12345678

ORDER NO. : 002951

DOCUMENT NO. : 00210000000000

CUSTOMER NO. : 43039500

CLIENT NO. : Patricia Anne Bohm, Legal Agent
Greenberg Trautman Hoffman
22nd Floor
1221 Birchwood Avenue
Tallahassee, FL 32301-3670

DOMESTIC ORIGINATED FILING

TYPE : FILING, INC.

RECEIVED
96 MAR 22 PM 1:27
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 CERTIFICATE OF GOOD STANDING- REFLECTING NAME CHANGE

CONTACT PERSON: Lori R. Dwyer

EXAMINER'S INITIALS:

Name Change
DC *3/22/96*

FILED
SECRETARY OF STATE
MARCH 22 PM 3:45
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PANF, INC.**

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 PANF, INC. (the "Corporation"), Charter #P96000016295, filed on February 21, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors of the Corporation on March 21st, 1996 and by the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, on March 21st, 1996 in the manner prescribed by Section 607.1003 of the Act:

RESOLVED, that Article 1 of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE 1

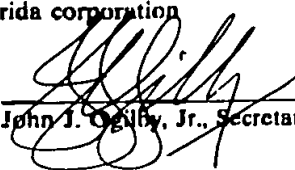
The name of the Corporation is PAN AMERICAN AIRWAYS, INC. (hereinafter called the "Corporation").

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 PANF, INC. this 21st day of March, 1996.

PANF, INC.,
a Florida corporation

BY:


John J. Ogilby, Jr., Secretary

996000016295

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

FILED
55 OCT 15 PM 3:14
TALLAHASSEE, FLORIDA

Pan American Airways, Inc.
changed its name to:

300001981983--5
10/22/96 01016--004
*****87.50 *****87.50

Pan American World Airway, Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- Other UCC Filing
- Change of R.A.
- Fic. Name
- CUS
- After 4:30
- Pick Up

N. HENDRICKS OCT 15 1996

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

10-15
File 2nd

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Please issue one file-stamped copy
and
one Certified Copy

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

FILED
96 OCT 15 PM 3:14
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 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

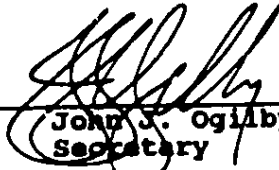
The name of the corporation is PAN AMERICAN WORLD AIRWAYS, INC. (hereinafter called the "Corporation")."

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 Airways, Inc.

By


John J. Ogilby, Jr.
Secretary