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FLORIDA DIVISION OF CORPORATIONS
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NAME: PANAMA DAND, INC.
FAX AUDIT NUMBER: H96000007753 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/03/1996 TIME REQUESTED: 13:33:42
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PANAMA SAND, INC.**

(4)

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95 JUN -3 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

**I.
NAME**

The name of this corporation is Panama Sand, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is 1889 South Bayshore Drive, Miami, Florida 33133.

**II.
EFFECTIVE DATE AND DURATION**

The effective date of this Corporation shall be June 3, 1996, and shall exist perpetually thereafter unless sooner dissolved according to law.

**III.
PURPOSE**

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

**IV.
CAPITALIZATION**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$0.01 per share.

Juan T. O'Neighen
Fla. Bar No.: 305774
Suite 1100
2665 South Bayshore Drive
Miami, Florida 33133

Audit Number: _____

(305) 385-0800

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V.
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Suite 1100, 2665 South Bayshore Drive, Miami, Florida and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

VI.
INITIAL DIRECTORS

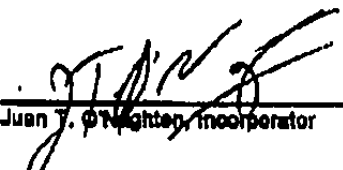
The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one. The names and addresses of the persons who are to serve as members of the initial board of directors are:

Name	Address
Michael M. Hershberger	1889 South Bayshore Drive Miami, Florida 33133
H. Alfred Sklar	1889 South Bayshore Drive Miami, Florida 33133

VII.
INCORPORATOR

The incorporator is Juan T. O'Naghten and his address is Suite 1100, 2665 South Bayshore Drive, Miami, Florida 33131.

In witness whereof, the undersigned has executed these Articles of Incorporation on June 3, 1996.



Juan T. O'Naghten, Incorporator

Audit Number: _____

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