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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: [illegible]R, [illegible]OAK[illegible]Y, [illegible]. (MIAMI OFFIC
[illegible] BISCAYNE BLVD
ONE BISCAYNE TOWER SUITE 3400
MIAMI FL 33131-
CONTACT: MARIA FELICIANO
PHONE: (305) 376-6037
FAX: (305) 376-6010

(((H96000011691)))

NAME: PANARE CORPORATION
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
FAX AUDIT NUMBER: H96000011691
DATE REQUESTED: 08/21/1996
CURRENT STATUS: REQUESTED
CERTIFIED COPIES: 1
TIME REQUESTED: 13:01:06
NUMBER OF PAGES: 6
CERTIFICATE OF STATUS: 0
ESTIMATED CHARGE: $122.50
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TALLAHASSEE, FLORIDA

8/21

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96 AUG 21 PM 1:45
DIVISION OF CORPORATIONS

FAX AUDIT NO.: H96000011691

ARTICLES OF INCORPORATION

OF

PANARE CORPORATION

FILED 96 AUG 21 PM 3:05 SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is PANARE CORPORATION.

The corporation's initial principal place of business shall be Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

Article II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

THIS DOCUMENT PREPARED BY:
Raul E. Valdes-Fauli, Esq.
Gunster, Yoakley, Valdes-Fauli &
Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6097

Florida Bar No.: 203076

FAX AUDIT NO.: H96000011691

Article IV

Mailing Address

The initial mailing address of the corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

Article V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (5,000) shares of common stock each having $1.00 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, and the name of the initial registered agent of this corporation at that address is Valdes-Fauli Corporate Services, Inc.

Article VII

Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the member of the first board of directors of the corporation are:

Name	Street Address
Silvio S. Sanabria	c/o One Biscayne Tower, Ste. 3400 2 South Biscayne Boulevard Miami, Florida 33131-1897

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII

Indemnification

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

(1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

Article IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X

Incorporator

The name and street address of the incorporator of this corporation are:

Raul E. Valdes-Fauli, Esq.
c/o Suite 3400 - One Biscayne Tower
Two South Biscayne Boulevard
Miami, Florida 33131-1897

FAX AUDIT NO.: H96000011691

Article XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on August 21, 1996.

Raul B. Valdes-Fauli, Esq.

FAX AUDIT NO.: H96000011691

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

PANARH CORPORATION desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Valdes-Fauli Corporate Services, Inc., located at Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, as its agent to accept service of process within Florida.

Dated: August 21, 1996

Raul B. Valdes-Fauli, Esq.
Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

FILED
96 AUG 21 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALDES-FAULI CORPORATE SERVICES, INC.

By: Raul B. Valdes-Fauli
Title: President

Dated: August 21, 1996

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10/30/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)
CONTACT: MARIA FELICIANO
PHONE: (305)376-6037

ACCT#: 076077002561

FAX #: (305)376-6010

NAME: PANARE CORPORATION
AUDIT NUMBER......H96000015306
DOC TYPE..........BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES......0

PAGES....... 1
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TALLAHASSEE, FLORIDA

Corpamnd - misc.
Lind

office

904 922 4000

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 31, 1996

PANARE CORPORATION
SUIE 3400 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BLVD.
MIAMI, FL 33131-1897

SUBJECT: PANARE CORPORATION
REF: P96000069725

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Amendments are filed in compliance with section 607.1006, Florida Statutes.

Please entitle your document Articles of Amendment.

The date of adoption of each amendment must be included in the document.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: E96000015306
Letter Number: 796A00050190

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office

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1996

FAMARE CORPORATION
SUIE 3400 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BLVD.
MIAMI, FL 33131-1897

SUBJECT: FAMARE CORPORATION
REF: P95000069728

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If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000018306
Letter Number: 496A00050847

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FAX AUDIT No. H96000015306

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96 NOV -4 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PANARE CORPORATION

The undersigned, Silvio Sanabria, President of PANARE CORPORATION, a Florida corporation organized under the laws of the State of Florida on August 21, 1996, document No. P96000069735, hereby certifies:

1. The name of this corporation is PANARE CORPORATION.

2. Article V of the Articles of Incorporation of this corporation is amended to read in its entirety as follows:

Article V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is six thousand (6,000) shares of common stock each having $1.00 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

3. This Amendment to the Articles of Incorporation was adopted by the Board of Directors of the Corporation pursuant to Sections 607.0821 and 607.1005 of the Florida Statutes by written consent in lieu of a meeting and by which a sufficient number of votes necessary for approval was received. At the time of adoption of this amendment to the Articles of Incorporation, no shares of the corporation had been issued. This amendment was adopted by the Board of Directors on September 17, 1996.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment as of the 17th day of September, 1996.

PANARE CORPORATION

Silvio S. Sanabria, President

This document prepared by:
Paul E. Valdes-Fauli, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
2 S. Biscayne Blvd., Ste. 3400
Tel. (305) 376 6097
Florida Bar No. 203076

FAX AUDIT No. H96000015306