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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072400003258
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3094

NAME: PAN CREWS, INC.
AUDIT NUMBER.....H90000012234
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

(PRINT [capital letters in black ink] or type)

ARTICLE I - CORPORATE NAME:

The name of the Corporation shall be:

FAN CREWS, INC.

ARTICLE II - CORPORATE POWERS:

The Corporation is organized for the purpose of transacting any and all business, for which a corporation may be organized in the State of Florida.

(Profession, if a P.A.: _____)

ARTICLE III - CAPITAL STOCK:

The authorized capital stock of the Corporation shall be 5,000 shares of common stock, with a par value of \$1 per share. The Corporation plans to initially issue 1,000 shares, reserving the balance for subsequent issuance.

ARTICLE IV - INCORPORATOR/DIRECTOR/REGISTERED AGENT/ADDRESS /PRINCIPAL ADDRESS:

IN WITNESS WHEREOF, this is to certify that the undersigned incorporator, who shall also serve as initial director and registered agent, hereby makes, subscribes, acknowledges and files these Articles of Incorporation, in order to form a corporation under the laws of the State of Florida, and hereby accepts designation as registered agent.

NAME

ADDRESS

Jeffrey Nathorn
(Signature)

8228 ALDERMAN RD.
(STREET address)

Jeffrey Nathorn
(Name)

MELROSE FL., 32666
(City, State, Zip)

PREPARED BY: MARTIN RAPPAPORT CPA PA
4300 N UNIVERSITY DR STE B-102
LAUDERHILL FL 33351
(954)572-6006

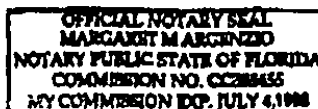
STATE OF FLORIDA)

COUNTY OF Broward)

SWORN TO AND SUBSCRIBED before me, this 29 day of August,

1996.

Margaret M. Argenzio
FLORIDA NOTARY PUBLIC



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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That PAN CRMS, INC.

(Name of Corporation)

choosing to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation

at City of MELROSE, County of CLAY

(City)

(County)

State of Florida has named JEFFREY RATHORN

(Name of Resident Agent)

located at 8224 ALDERMAN RD

City of MELROSE, County of CLAY

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By


(Signature)

(Resident Agent)

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