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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOSELYN C RODRIGUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: PANAWORLD CORPORATION
AUDIT NUMBER.....H96000012498
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**Articles of Incorporation
of
Panaworld Corporation**

Article I. Name

The name of this Florida corporation is:
Panaworld Corporation

Article II. Address

The mailing address of the Corporation is:
Panaworld Corporation
140 NE 8th Street
Miami FL 33132

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$0.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Elliott B. Alexander
140 NE 8th Street
Miami FL 33132

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Lawton R. Jackson FL Bar Member 804487
Law Office of Lawton R. Jackson
P.O. Box 330906
Miami FL 33233-0906
305-860-8544 • Fax 305-860-8534

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

William B. Alexander
Simon A. Ahadi

Article VI. Incorporator

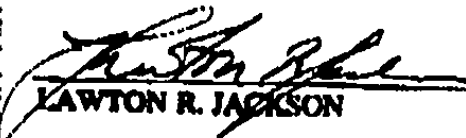
The name and address of the incorporator is:

Lawton R. Jackson
Law Office of Lawton R. Jackson
P.O. Box 330906
Miami FL 33233-0906

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective September 6, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on September 6, 1996


LAWTON R. JACKSON

Lawton R. Jackson FL Bar Member 804487
Law Office of Lawton R. Jackson
P.O. Box 330906
Miami FL 33233-0906
305-860-8544 • Fax 305-860-8534

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SEP-11-1996 12:27 FROM LAWTON R JACKSON

TO

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Panaworld Corporation

REGISTERED AGENT:
Elliott B. Alexander
140 NE 8th Street
Miami FL 33132

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ELLIOTT B. ALEXANDER

Date: 9/6/96

Lawton R. Jackson FL Bar Member 804487
Law Office of Lawton R. Jackson
P.O. Box 308806
Miami FL 33233-0806
305-860-8644 • Fax 305-860-8634
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