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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FAX # (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 641-3094

ACCT#: 072450003250
FAX #: (305) 641-3770

NAME: PAN INTERNATIONAL CORPORATION
AUDIT NUMBER.....H06000012370
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1
PAGES.....7
DEL.METHOD.. FAX
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 5, 1996

EMPIRE

MIAMI, FL

SUBJECT: PAN INTERNATIONAL CORPORATION
REF: W96000018607

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H96000012370
Letter Number: 696A00041629

ARTICLES OF INCORPORATION
OF
PAN CORPORATION

H96000012370

FILED
SEP 13 1996
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ARTICLE I
NAME

The name of the Corporation is PAN CORPORATION.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:

Nelson Slosbergas, Esquire
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami, FL 33131
FLORIDA BAR NO. 378887
(305) 374-0030

H96000012370

**ARTICLE V
PREEMPTIVE RIGHTS DENIED**

H96000012370

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation and place of business is 501 Brickell Key Drive, Suite 400, Miami, Florida 33131. The Registered Agent is Nelson Slosbergas at 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

ARTICLE VII

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES

ADDRESSES

DALTON DE TOLEDO CARRIJO	501 Brickell Key Drive, Suite 400 Miami, Florida 33131
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ARTICLE VIII

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LIMITATION AS TO POWERS OF OFFICERS/ DIRECTOR APPROVAL REQUIRED

An affirmative vote of a majority of the Board of Directors shall be required in order to:

- a. Change the business of the Corporation from that in which it is presently engaged;
- b. Sell or otherwise dispose of all or substantially all of the assets of the Corporation;
- c. Assign, pledge, mortgage, grant security interests in or otherwise encumber any of the assets of the Corporation, or cause the Corporation to guarantee the debts or other obligations of any other party, except in the ordinary course of business of the Corporation;
- d. Borrow any money or property or otherwise obtain financing for the Corporation, other than credit purchases of goods and services on a current basis and in the normal course of business;
- e. Assign the right of the Corporation on specific Corporation property for other than a Corporation purposes;
- f. Make, execute or deliver any general assignment for the benefit of creditors or any bond, guaranty, indemnity bond, or surety bond;
- g. Assign, transfer, pledge, compromise, or release any claim of the Corporation except for full payment, or

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arbitrate, or consent to the arbitration of any of its disputes or controversies;

- h. Initiate, terminate or settle any legal proceedings to which the Corporation is a party;
- i. Cause the business of the Corporation to be conducted other than in the ordinary course;
- j. Enter into any contract or agreement requiring a distribution of funds in excess of \$1,000.00; and
- k. Approve or cause a public offering of the Stock.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is: Nelson Slosbergas, 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

ARTICLE X

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to

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which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

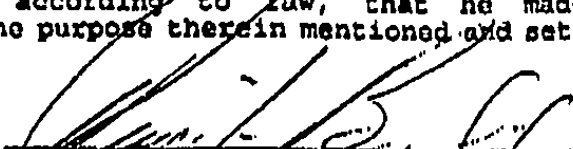
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of September, 1996.



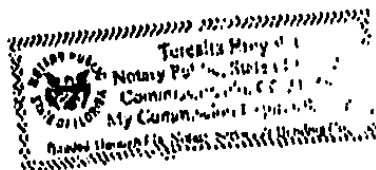
Nelson Slosbergas

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this 10th day of September, 1996, by Nelson Slosbergas who is personally known to me and who did not take an oath. He acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth therein.



NOTARY PUBLIC, State of Florida at Large
NOTARY: TERESITA BREGOLAT
My Commission Expires:



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 2207.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PAN CORPORATION
2. The name and address of the Registered agent is: Nelson Slosbergas, 501 Brickell Key Drive, Suite 400, Miami, FL 33131.

Signature:

Title:

Date:

Registered Agent and Incorporator
September 10th, 1996

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:

Date:

September 10th, 1996

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SECURITY OF STATE
TALLAHASSEE, FLORIDA

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SEP-12-1996 16:35

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PUBLIC ACCESS SYSTEM
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((H96000016867 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PAN CORPORATION

AUDIT NUMBER.....H96000016867

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Carroll - 96
Linda*



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

December 2, 1996

PAN CORPORATION
501 BRICKELL KEY DRIVE
SUITE 400
MIAMI, FL 33131

SUBJECT: PAN CORPORATION
REF: F96000076170

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

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

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Linda Stitt
Corporate Specialist

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DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
PAN CORPORATION

Pursuant to the provisions of Florida Statute 607.1006 the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

1. The Articles of Incorporation is amended as follows:

ARTICLE XI - OFFICERS

President: Dalton De Toledo Carrijo
Secretary: Dalton De Toledo Carrijo
Vice-President: Paulo Sergio Pereira
Treasurer: Paulo Sergio Pereira

2. The Document Number of the Corporation is P96000076170.
3. This Amendment was adopted by the Incorporator prior to the issuance of shares.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation of the Corporation have been executed this 16th day of September, 1996.

PAN CORPORATION

BY: 
Nelson Slosbergas, Incorporator

FILED
96 DEC -6 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nelson Slosbergas, Esq.
501 Brickell Key Dr. #400
Miami, FL 33131
(305) 374-0030
FBN. 37887

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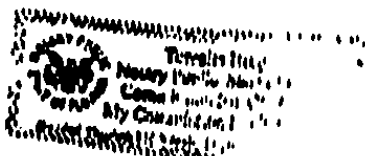
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TOTAL P.04

STATE OF FLORIDA)
COUNTY OF DADE)

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The foregoing instrument was acknowledged before me this 16th day of September, 1996, by Nelson Slesbergas, an Incorporator of PAN CORPORATION, a Florida corporation, on behalf of said corporation.



[Signature]
NOTARY PUBLIC, State of Florida At Large
NOTARY: Teresita Bragolat
My Commission Expires: _____

Personally Known X OR Produced Identification _____
Type of Identification Produced: _____

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