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JOHN W. SCHMITZ, P.A.

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December 9, 1996

State of Florida  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/12/96--01040--018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Pan American Investors, Inc.

Gentlemen:

Please find enclosed the proposed Articles of Incorporation for Pan American Investors, Inc. and my check made payable to the Secretary of State for \$122.50. After filing, I would appreciate if you would return to my attention a certified copy of the filed Articles of Incorporation.

Thank you for your attention to this matter.

Sincerely,

JOHN W. SCHMITZ, P.A.

  
John W. Schmitz

Enclosures

FILED  
96 DEC 12 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-13-96  
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**ARTICLES OF INCORPORATION  
OF  
PAN AMERICAN INVESTORS, INC.**

FILED  
96 DEC 12 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract and form a corporation under the laws of the State of Florida, hereby declares:

**ARTICLE I - NAME**

The name of this Corporation is **PAN AMERICAN INVESTORS, INC.**

**ARTICLE II - DURATION**

This Corporation is to exist perpetually. It shall commence its existence on its filing date.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purpose of transacting any or all business permitted under the law of the United States of America and the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of common stock, all having a par value of One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL CAPITAL**

The amount of capital with which this Corporation shall commence its business operations is One Thousand Dollars (\$1,000.00).

**ARTICLE VI - INITIAL OFFICE**

The street address and mailing address of the initial office of the Corporation is: 1101 Brickell Avenue, Suite 1700, Miami, Florida 33131.

#### ARTICLE VII - REGISTERED AGENT

The name and address of the registered agent authorized to accept service of process on behalf of the Corporation is: John W. Schnitz, Esq., 1101 Brickell Avenue, Suite 1700, Miami, Florida 33131.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the Bylaws, but shall never be less than one (1).

#### ARTICLE IX - INITIAL DIRECTORS

The names and street addresses of the initial members of the Board of Directors of this Corporation are:

NAME	ADDRESS
ALEXANDRA SCHMITZ	375 COCOPLUM ROAD CORAL GABLES, FL 33143
LUCILA SCHMITZ	375 COCOPLUM ROAD CORAL GABLES, FL 33143

#### ARTICLE X - INDEMNIFICATION

A Director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the Director's capacity as a Director, except that this article does not eliminate or limit the liability of a Director for:

- (1) a breach of the Director's duty of loyalty to the Corporation and its shareholders;
  - (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
  - (3) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office;
  - (4) an act or omission for which the liability of a Director is expressly provided by statute;
- or
- (5) an act related to an unlawful stock repurchase or payment of a dividend.

#### ARTICLE XI - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors or at a special meeting of shareholders called expressly for that purpose.

#### ARTICLE XI - INCORPORATOR

The name and street address of the subscriber to these Articles of Incorporation is:  
John W. Schmitz, Esq., 1101 Brickell Avenue, Suite 1700, Miami, Florida 33131.

#### ARTICLE XII - POWERS

This Corporation shall have all powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

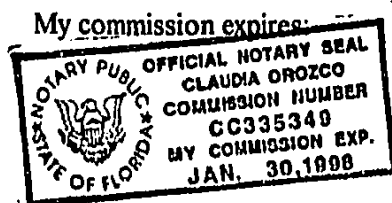
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of December, 1996.

  
JOHN W. SCHMITZ, ESQ.  
Incorporator

STATE OF FLORIDA :  
COUNTY OF DADE :

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida, personally appeared JOHN W. SCHMITZ, ESQ., who is personally known to me and who acknowledged before me that he executed the foregoing Articles of Incorporation as the incorporator and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the City of Miami, State of Florida, this 9th day of December, 1996.



  
NOTARY PUBLIC Claudia Orozco

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

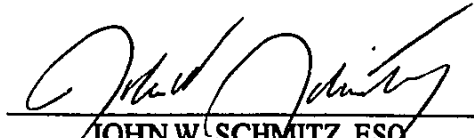
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That desiring to organize PAN AMERICAN INVESTORS, INC., a corporation under the laws of the State of Florida with its principal place of business located in the City of Miami, County of Dade, the incorporator thereof has named JOHN W. SCHMITZ, ESQ., located at 1101 Brickell Avenue, Suite 1700, Miami, Florida 33131, as its agent to accept service of process within the State of Florida.

Dated: December 9, 1996

**ACKNOWLEDGMENT**

Having been named to accept service of process for PAN AMERICAN INVESTORS, INC., I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
JOHN W. SCHMITZ, ESQ.  
Resident Agent

FILED  
96 DEC 12 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA