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

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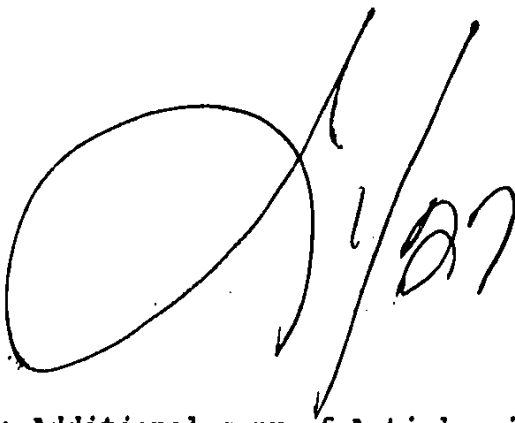
SUBJECT: PAMPA ENTERPRISES, CORP.  
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the  
Articles of Incorporation for the above corporation and a  
check in the amount of \$122.50.

EFFECTIVE DATE  
1-17-97

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.  
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142  
ORLANDO, FLORIDA 32809  
(407) 856-1906

FILED  
97 JAN 21 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

 1/27

Note: Additional copy of Articles is needed only when  
certified copy is requested.

**ARTICLES OF INCORPORATION  
OF  
PAMPA ENTERPRISES, CORP.**

**FILED**  
**97 JAN 21 AM 11:53**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is PAMPA ENTERPRISES, CORP.  
initial address: 2141 Westbourne Drive, Oviedo, Florida 32765.

**EFFECTIVE DATE**  
**1-17-97**

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing  
on Janaury 17, 1997.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 200 shares  
of Ten (\$10.00) Dollar par value common stock, which shall be  
designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and  
office of this Corporation is Daniel O. Moreira,  
2141 Westbourne Drive, Oviedo, Florida 32765.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have Two (2) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Daniel O. Moreira	2141 Westbourne Drive Oviedo, Florida 32765
Noemi I. Moreira	2141 Westbourne Drive Oviedo, Florida 32765

**ARTICLE VII - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

**ARTICLE VIII - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

**ARTICLE IX - PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles is  
Daniel O. Moreira, 2141 Westbourne Drive, Oviedo, Florida 32765.

**ARTICLE XI - AMENDMENT**

This Corporation reserves the right to amend or repeal any  
provisions contained in these Articles of Incorporation, in accordance  
with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 17th day of January, 1997.

  
Daniel O. Moreira, President

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE  
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN  
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 17th DAY OF January, 1997.

By   
Daniel O. Moreira, Registered Agent

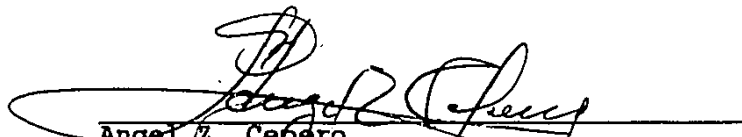
STATE OF FLORIDA

ORANGE COUNTY

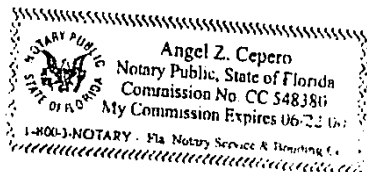
Before me, a Notary Public authorized in the State and County set forth above, personally appeared Daniel O. Moreira, known to me and known by me to be the person who, as Incorporator of PAMPA ENTERPRISES, CORP., and he acknowledged before me that he executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Daniel O. Moreira, known to me and known by me to be the person who, as Registered Agent of PAMPA ENTERPRISES, CORP., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th, day of January, 1997.

  
Angel Z. Cepero  
Notary Public, State of Florida  
at Large

My Commission Expires:



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TALLAHASSEE FLORIDA