

Berger
Davis &
Singerman

Professional Association

100 N.E. Third Avenue Suite 600
Fort Lauderdale, Florida 33301
Phone: 954.525.9900
Fax: 954.523.2872

P97000014449

June 30, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Padre, Inc.
Our File No. 5063.001

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is a filing fee check in the amount of \$87.50 for the filing and certified copy fees. Please return the certified copy to the undersigned.

If you have any questions, please do not hesitate to call.

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-07/01/98--01035--011
*****87.50 *****87.50

Sincerely,

BERGER DAVIS & SINGERMEN

Robin L. Goldston
Robin L. Goldston
Paralegal

Enc.
cc: St. John Daugherty, Esq.

7-2-98
Amended & Restated
Art. w/ NAME
DC Change

Please
Call Eyal
@ 561-3010
when ready.
Thanks!

FILED
JUL - 2 1998
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

98 JUL -2 AM 10:44

July 1, 1998

ROBIN L. GOLDSTON
BERGER DAVIS & SINGMAN
FT. LAUDERDALE, FL

SUBJECT: PADRE, INC.
Ref. Number: P97000014449

Revisions were made
as directed. Please
call when ready.

561-3310
Wendy

We have received your document for PADRE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please correct Article Eighth of your document to read as follows: THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION IS AS FOLLOWS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 398A00035786

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
PADRE, Inc.
a Florida corporation**

FILED
98 JUL -2 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Business Corporation Act ("FBCA"), PADRE, Inc., a Florida corporation ("Corporation") certifies that:

1. The original articles of incorporation ("Articles of Incorporation") of the Corporation were filed with the Department of State on February 11, 1997 and were amended on April 14, 1997;
2. The following amendments and the Amended and Restated Articles of Incorporation were adopted by the Corporation's sole shareholder pursuant to section 607.1003(6) of the FBCA on June 29, 1998. The vote of the sole shareholder for these amendments and the Amended and Restated Articles of Incorporation was sufficient for their approval.
3. The Articles of Incorporation are amended as follows:

Article FIRST is amended to provide that the name of the Corporation is Pan Am Liquidating Corp.

Article THIRD is amended to provide that the purpose of the Corporation is to make distributions to holders of claims allowed under the Amended Joint Chapter 11 Plan ("Plan") of the Corporation and its affiliates, and to engage in any and all other lawful activities in furtherance of its purpose, so long as such activities are not prohibited by the Plan.

Article FIFTH is deleted.

Article SIXTH is renumbered article FIFTH.

Article SEVENTH is renumbered article SIXTH and is amended to designate a new registered agent for the Corporation.

Article EIGHTH is renumbered article SEVENTH and is amended to decrease the number of directors of the Corporation to one (1) person.

Article NINTH is renumbered article EIGHTH.

Article TENTH is deleted.

Article ELEVENTH is renumbered article NINTH and is amended in its entirety to set forth new provisions regarding indemnification of the Corporation's officers and directors.

4. There are no discrepancies between the provisions of the Articles of Incorporation, as amended, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendments, which were adopted pursuant to Section 607.1003 of the FBCA.

5. The text of the Articles of Incorporation of the Corporation is restated with the amendments described above, effective as of the date of filing with the Department of State, to read as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Pan Am Liquidating Corp.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purpose of the Corporation is to make distributions to holders of claims allowed under the Amended Joint Chapter 11 Plan ("Plan") of the Corporation and its affiliates, and to engage in any and all other lawful activities in furtherance of its purpose, so long as such activities are not prohibited by the Plan.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is ONE HUNDRED (100), all of which are of NO PAR VALUE each and are of the same class and are to be common shares.

FIFTH: The principal office and mailing address of the Corporation is as follows:

9300 N.W. 36th Street
Miami, Florida 33178

SIXTH: The address of the registered office of the Corporation in the State of Florida and the registered agent of the Corporation at the address are as follows:

NAME

ADDRESS

Mr. Joseph Luzinski

Development Specialists, Inc.
200 South Biscayne Boulevard
Suite 900
Miami, Florida 33131

SEVENTH: The minimum number of directors constituting the Board of Directors shall be one (1), and the director subsequent to the filing of these Amended and Restated Articles of Incorporation shall be Joseph J. Luzinski. The number of directors may be increased or decreased from time to time by resolution adopted by the Corporation's Board of Directors.

EIGHTH: The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mr. Jeffrey M. Hermann, Incorporator	Herman, Roof, Borgognoni & Moore 100 S.E. Second Street Suite 2600 Miami, Florida 33131

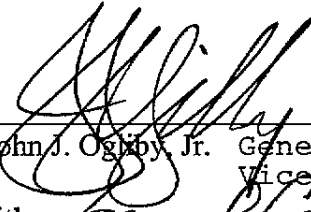
NINTH: Every person (and the heirs, executors and administrators of such person) who is or was a director, officer, employee or agent of the Corporation or of any other entity, including another corporation, partnership, trust, joint venture or other enterprise on which such person serves or served at the request of the Corporation, shall be indemnified by the Corporation against all judgments, payments in settlement (whether or not approved by a court), fines, penalties and other costs and expenses (including attorneys fees and costs) imposed upon or incurred by such person in connection with or resulting from any action, suit, proceeding, investigation or claim, civil, criminal, administrative, legislative or other (including any criminal action, suit or proceeding in which such person enters a plea of guilty or *nolo contendere* or its equivalent), or any appeal relating thereto which is brought or threatened either by or in the right of the Corporation or such other company (herein called a "Derivative Action") or by any other persons, governmental authority or instrumentality (herein called a "Third Party Action") and in which such person is made a party or is otherwise involved by reason of his being or having been such director, officer, employee or agent, or by reason of any action or omission or alleged action or omission by such person in his capacity as such such director, officer, employee or agent, if either (i) such person is wholly successful, on the merits or otherwise, in defending such Derivative or Third Party Action, or (ii) in the judgment of a court of competent jurisdiction or, in the absence of such determination, in the judgment of a majority of a quorum of the Board of Directors (which quorum shall not include any director who is a party to or is otherwise involved in such action), or, in the absence of such a disinterested quorum, in the opinion of independent legal counsel, or (iii) in the case of a Derivative Action, such person acted without negligence or misconduct in the performance of his duty to the Corporation or such other company, or (iv) in the case of a Third Party Action, such person acted in good faith in what he reasonably believed to be in the best interest of the Corporation or such other company, and in addition, in any criminal action had no reasonable cause to believe that his action was unlawful; provided that, in the case of a Derivative Action, such indemnification shall not be made in respect of any payment to the Corporation or such other company or any shareholder thereof in satisfaction of judgment or settlement unless either (a) a court of competent jurisdiction has approved such settlement, if any, and

the reimbursement of such payment, or (b) if the court in which such action has been instituted lacks jurisdiction to grant such approval, or if such action is settled before the institution of judicial proceedings, in the opinion of independent legal counsel the applicable standard of conduct hereinbefore specified has been met, such action was without substantial merit, such settlement was in the best interests of the Corporation or such other company, and the reimbursement of such payment is permissible under applicable law. In case such person is successful on the merits or otherwise in defending part of such action, or in the judgment of such a court or such quorum of the Board of Directors or in the opinion of such counsel, has met the applicable standard of conduct specified in the preceding sentence with respect to part of such action, he shall be indemnified by the Corporation against the judgments, settlements, payments, fines, penalties and other costs and expenses attributable to such part of such action.

The foregoing rights of indemnification shall be in addition to any rights which any such director, officer, employee or agent may otherwise be entitled pursuant to any agreement, vote of shareholders, at law, in equity or otherwise.

In any case in which, in the judgment or a majority of such a disinterested quorum of the Board of Directors, any such director, officer or employee will be entitled to indemnification under the foregoing provisions of this Articles, such amounts as they deem necessary to cover the reasonable costs and expenses incurred by such person in connection with the action, suit, proceeding, investigation, claim prior to the final disposition thereof may be advanced to such person upon receipt of an undertaking by or on behalf of such person to repay such amounts if it is ultimately determined that he is not so entitled to indemnification.

THE UNDERSIGNED, has executed these amended and Restated Articles of Incorporation on June 29, 1998.



John J. Ogilby, Jr. General Counsel and
Vice President
Title: General Counsel

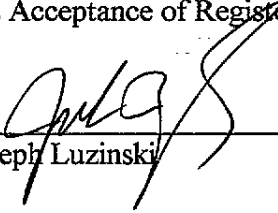
ACCEPTANCE OF REGISTERED AGENT

of

**PADRE, INC.
a Florida corporation**

Having been named as registered agent of Padre, Inc., a Florida corporation (the "Corporation"), and to accept service of process for the Corporation at the address for the registered agent set forth in the Corporation's Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree 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.

THE UNDERSIGNED has executed this Acceptance of Registered Agent on June 29, 1998.



Joseph Luzinski