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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PANELPRO, INC.

AUDIT NUMBER.....H97000003396

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

H9700 00033 96

of

PANELPRO, INC.

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the law of the State of Florida.

ARTICLE I - CORPORATE NAME & ADDRESS

The name of the corporation is PANELPRO, INC. which is located at 7523 Sally Lyn Lane, Lake Worth, Fl 33467.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one Dollar(s) (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The name and street address of the Initial Registered Agent for this Corporation is:

Khanh L. Nguyen
7523 Sally Lyn Lane
Lake Worth, Fl 33467

JANE CHAO, CPA, 3401 N. FEDERAL HWY, STE 209, BOCA RATON, FL 33313
TEL: 561-362-9544, FAX: 561-362-9486

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name & address of the initial director of the corporation is as follows:

Khanh L. Nguyen
7523 Sally Lyn Lane
Lake Worth, Fl 33467

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles of incorporation is as follows:

Khanh L. Nguyen
7523 Sally Lyn Lane
Lake Worth, Fl 33467

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this Twenty six day of February, 1997.

Khanh Nguyen (Seal)

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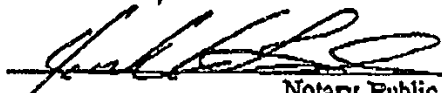
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STATE OF FLORIDA)

SS

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me by Khanh L. Nguyen this
26 day of February, 1997.


Notary Public
State of Florida at Large

My Commission Expires:



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
PANELPRO, INC.**

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

First - The PANELPRO, INC. desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation at 7523 Sally Lyn Lane, Lake Worth, Fl 33467 has named Khanh L. Nguyen, located at 7523 Sally Lyn Lane, Lake Worth, Fl 33467, as its agent to accept service of process within this State.

Having been named to accept services of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply the provisions of said Act relative to keeping open said office.


Khanh L. Nguyen
Registered Agent

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