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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: PAN AMERICAN PROPERTIES, INC.
AUDIT NUMBER.....H97000005282
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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04/01/97 08:34 Florida Department of State

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1997

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: PAN AMERICAN PROPERTIES, INC.
REF: W97000007441

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

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 (904) 487-6932.

Kimberly Rolfe
Document Specialist

FAX Aud. #: H97000005282
Letter Number: 297A00016206

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Pan American Properties, Inc.

EFFECTIVE DATE

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TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
Pan American Properties, Inc.
9300 N.W. 36th Street
Miami FL 33178

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Stephen L. Roof, Esq.
Herman, Roof, Borgognoni & Moore
100 S.E. 2nd Street, Suite 2600
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Charles Cobb
John J. Ogilby

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Stephen L. Roof, Esquire FL Bar No. 444870
Herman, Roof, Borgognoni & Moore
100 S.E. 2nd Street, Suite 2600
Miami FL 33131
(305) 672-0686
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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value zero per share.

Article VI. Incorporator

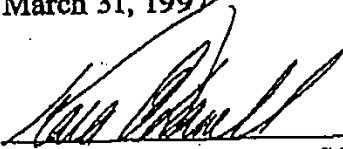
The name and address of the incorporator is:

Stephen L. Roof, Esquire
Herman, Roof, Borgognoni & Moore
100 S.E. 2nd Street, Suite 2600
Miami FL 33131

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 28, 1997

The undersigned incorporator executed these Articles of Incorporation on
March 31, 1997



STEPHEN L. ROOF, ESQUIRE

By K. O'Donnell as attorney-in-fact

Stephen L. Roof, Esquire FL Bar No. 444870
Herman, Roof, Borgognoni & Moore
100 S.E. 2nd Street, Suite 2600
Miami FL 33131
(305) 672-0686
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**


CORPORATION:

Pan American Properties, Inc.

REGISTERED AGENT/OFFICE:

Stephen L. Roof, Esq.
Herman, Roof, Borgognoni & Moore
100 S.E. 2nd Street, Suite 2600
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Stephen L. Roof, Esq.
by K. O'Donnell as attorney-in-fact

Date: March 31, 1997

Stephen L. Roof, Esquire FL Bar No. 444870
Herman, Roof, Borgognoni & Moore
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Miami FL 33131
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