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LAW OFFICES
ROMANIK LAVIN HUSS & PAOLI
1901 HARRISON STREET
HOLLYWOOD, FLORIDA 33020

EFFECTIVE DATE
7/24/97

JOSEPH J. HUSS
RICHARD A. IVERS*
ANITA PAOLI KOTLER
ANDREW T. LAVIN
SAMUEL A. LEWIS
AUGUST C. PAOLI
DAVID S. ROMANIK
* ALSO ADMITTED IN NY & CT

PLEASE REPLY TO:
POST OFFICE BOX 1040
HOLLYWOOD, FLORIDA 33022
TELEPHONE (954) 922-4656
TELEFAX (954) 925-2856
EMAIL RLHP@RLHP.COM
HTTP: //WWW.RLHP.COM

July 23, 1997

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: PANAMA TREASURE COMPANY, INC.

Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation and a check in the amount of \$122.50 made payable to the Secretary of State. The check represents:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation
<u>52.50</u>	Certified Copy of Articles
\$122.50	TOTAL

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a certified copy of the Articles of Incorporation to the undersigned in the enclosed return envelope.

Sincerely yours,

David S. Romanik

David S. Romanik

DSR/lh
Enclosures
sal\\treasure\\1

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 JUL 30 PM 1:05

FILED

T.M. - 8/1/97

**ARTICLES OF INCORPORATION
OF
PANAMA TREASURE COMPANY, INC.**

EFFECTIVE DATE
7/24/97

The undersigned does hereby subscribe to, acknowledge and files the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I -- NAME

The name of the corporation is PANAMA TREASURE COMPANY, INC.

ARTICLE II -- PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE III -- CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV -- TERM

This corporation shall commence its existence on July 24, 1997, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V -- VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI -- 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII -- PRINCIPAL OFFICE; INITIAL REGISTERED OFFICE AND AGENT; MAILING ADDRESS

The street address of the principal office and the initial registered office of this corporation is 1901 Harrison Street, Hollywood, Florida 33020 and the initial registered agent of this corporation is David S. Romanik, 1901 Harrison Street, Hollywood, Florida 33020. The mailing address for this corporation is 1901 Harrison Street, Hollywood, Florida 33020.

ARTICLE VIII -- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased by a unanimous vote of the shareholders of the corporation, but in no event shall there be more than three (3) directors. The name and address of the initial directors of this corporation is:

R. Wayne Duff Post Office Box 3234, Miami Beach, Florida 33140

William A. Pearson Post Office Box 324, Lake Helen, Florida 32744

The initial officers of this corporation will be:

President	--	R. Wayne Duff
Secretary	--	William A. Pearson
Treasurer	--	William A. Pearson

Officers shall be elected from time to time in the manner set forth in the By-Laws of this corporation.

ARTICLE IX -- INCORPORATOR

The name and address of the person signing these articles is: David S. Romanik, 1901 Harrison Street, Hollywood, Florida 33020.

ARTICLE X -- INDEMNIFICATION

The corporation shall indemnify any officer or director or y former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI -- POSSIBLE CONFLICTS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation, or not so interested.

ARTICLE XII -- CORPORATE DEBTS

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of July, 1997.

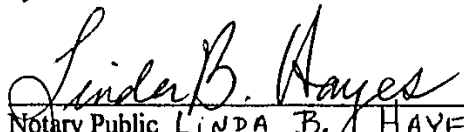


David S. Romanik, Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

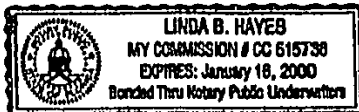
BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID ROMANIK, who is known to me or who produced a Florida driver's license as identification, and who did take an oath, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of July, 1997.



Notary Public LINDA B. HAYES

My commission expires:



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

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

First-That PANAMA TREASURE COMPANY, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 1901 Harrison Street, Hollywood, Florida 33020, has named **David S. Romanik**, located at **1901 Harrison Street, Hollywood, Florida 33020**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: David S. Romanik
David S. Romanik, Resident Agent

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DIVISION OF
TALLAHASSEE, FLORIDA