

TRANSMITTAL LETTER

P97000084654

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP 29 AM 8:53

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

SUBJECT: PANDA DIVERSIFIED, INC.
(Proposed corporate name - must include suffix)

300002305823-- 0
-09/29/97--01074--010
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: DAVID A. GADOIS
Name (Printed or typed)

835 SW 14 COURT
Address

FORT LAUDERDALE, FL 33315
City, State & Zip

954-847-4058
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

RP
10-01-97

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION OF Panda Diversified, Inc.

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

ARTICLE I

The name of the corporation shall be Panda Diversified, Inc.

ARTICLE II

The business location and address of the corporation is 835 SW 14 Court, Fort Lauderdale, FL 33315.

ARTICLE III

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of One Dollars (\$1.00) per share.

ARTICLE V

The street address of the initial registered agent of the corporation shall be 835 SW 14 Court, Fort Lauderdale, Florida 33315 and the name of the initial Registered Agent for the corporation at that address is David A. Gaddis.

The Registered Agent hereby affirms that he is familiar with and accepts the duties and responsibilities of Registered Agent for said Corporation.

ARTICLE VI

This corporation shall exist perpetually.

ARTICLE VII

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

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CLERK OF STATE
OFFICE OF CORPORATIONS

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ARTICLE VIII

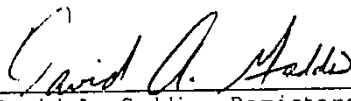
No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX

This corporation shall have a minimum of one (1) director. The initial Board of Directors shall consist of David A. Gaddis and his address is 835 SW 14 Court, Fort Lauderdale, FL 33315.

ARTICLE X

The name of the incorporator is David A. Gaddis and his address is 835 SW 14 Court, Fort Lauderdale, FL 33315.

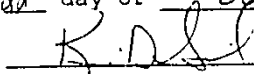

David A. Gaddis, Registered Agent,
Director and Incorporator

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
on this 22nd day of September, 19 97

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was executed and acknowledged before me this

22nd day of September, 1997, by Kim D. Smith
 Notary Public

My Commission Expires: July 9, 2001

FL DL # G326 161-60-261-0

