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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: PAN AMERICAN BOOKS, INC.

AUDIT NUMBER.....H97000016579

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

CERT. OF STATUS..1

PAGES..... 3

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** ENTER 'M' FOR MENU. **

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STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION 97 OCT -6 AM 8:02

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PAN AMERICAN BOOKS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: PAN AMERICAN BOOKS, INC.

The principal place of business of this corporation shall be:
10505 S.W. 115th COURT MIAMI, FL. 33176

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

SEVEN THOUSAND FIVE HUNDRED (7500) SHARES OF COMMON STOCK @ \$1.00 PAR VALUE.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

FRANK CALDERON PRESIDENT 10505 S.W. 115th COURT MIAMI, FL. 33176

VICTOR DELGADO SECRETARY 10505 S.W. 115th COURT MIAMI, FL. 33176

PEDRO VALDES-CHAO TREASURER 8420 S.W. 81st LANE MIAMI, FL. 33143

PREPARED BY: PEDRO ERIGOYEN 2740 N.W. 27th AVE, MIAMI FL. 33142 PHONE
305-633-6007.

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this
Articles of Incorporation is(are):

FRANK CALDERON 10505 S.W. 115th COURT MIAMI, FL. 33176
VICTOR DELGADO 10505 S.W. 115th COURT MIAMI, FL. 33176
PEDRO VALDES-CHAO 8420 S.W. 81st LANE MIAMI, FL. 33143

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have)
executed these Articles of Incorporation this 6th
day of October, 1997.

Signature(s) of Incorporator(s)

Frank Calderon
Victor Delgado
Pedro Valdes-Chao

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

PAN AMERICAN BOOKS, INC.

2. The name and address of the registered agent and office is:

FRANK CALDERON 10505 S.W. 115th COURT

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33176

(CITY/STATE/ZIP)

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SEC. OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

F. Calderon

TITLE

President

DATE

10-6-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

F. Calderon

DATE

10-6-97