37911 Heather Place Post Office Box 618 Dade City, Florida 33526-0618 DEC 15 AM 10: 22

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Telephone (352) 567-8545 FAX (352) 567-0380

December 3, 1997

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

Re: Pan American Investments Inc.

Dear Sirs:

I am enclosing herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with my check in the amount of \$122.50 to cover the following:

Filing fees	\$35.00
Designation of Resident Agent fee	35.00
One certified copy of Articles	52.50

Thank you for your early attention to this matter.

Very truly yours,

APG/ss

Enclosures

P. Hall DEC 1 6 root



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 8, 1997

A.P. GIBBS, ESQ. 37911 HEATHER PLACE DADE CITY, FL 33526-0618

SUBJECT: PAN AMERICAN INVESTMENTS INC.

Ref. Number: W97000027385

We have received your document for PAN AMERICAN INVESTMENTS INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall Document Specialist

Letter Number: 597A00057834

A. P. GIBBS, P.A.

ATTORNEY AT LAW

37911 Heather Place Post Office Box 618 Dade City, Florida 33526-0618 Telephone (352) 567-8545 FAX (352) 567-0380

December 12, 1997

Ms. Pamela Hall Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Pan American Investments Group of Pasco Inc.

Dear Ms. Hall:

Pursuant to your letter of December 8, 1997, a copy of which is enclosed, I am enclosing herewith the original and one copy of the revised Articles of Incorporation for the above-referenced corporation.

I would appreciate you filing this corporation as promptly as possible and faxing me confirmation of same. Thank you.

Very truly yours,

APG/ss

Enclosures

FILED 97 DEC 15 AM ID: 22

ARTICLES OF INCORPORATION OF

PAN AMERICAN INVESTMENTS GROUP OF PASCOLINGASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporation for profit.

ARTICLE I. NAME

The name of this corporation is PAN AMERICAN INVESTMENTS GROUP OF PASCO INC.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven thousand shares of common stock having nominal par value of One Dollar per share, all of which shall be common stock and shall be fully paid and nonassessable. All such stock shall be payable in cash.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall commence on the date of filing, and shall thereafter have perpetual existence.

ARTICLE V. ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida is 38029 Arbor Ridge Drive, Zephyrhills, Florida 33540, and the post office address of said corporation is the same.

ARTICLE VI. DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII. INITIAL OFFICER AND DIRECTOR

The name and address of the initial officer and director of this certificate of incorporation is:

NAME	<u>ADDRESS</u>	<u>OFFICE</u>
CHANDRESH SARAIYA	38029 Arbor Ridge Drive Zephyrhills, Florida 33540	President, Secretary & Treasurer

ARTICLE VIII. INCORPORATOR

The name and post office address of the incorporator to this certificate of incorporation is:

NAME	<u>ADDRESS</u>	<u>SHARES</u>
CHANDRESH SARAIYA	38029 Arbor Ridge Drive Zephyrhills, Florida 33540	100

ARTICLE IX. REGISTERED AGENT AND OFFICE

This corporation has named CHANDRESH SARAIYA, located at 38029 Arbor Ridge Drive, Zephyrhills, Florida 33540, as its agent to accept service of process within this state.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote therein, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal this <u>2nd</u> day of December, 1997.

CHANDRESH SARAIYA

STATE OF FLORIDA COUNTY OF PASCO

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Chandresh Saraiya, who: [X] is personally known to me OR [] produced a drivers license as identification, who signed the foregoing Articles of Incorporation as subscriber, and he acknowledged before me that he subscribed to that Articles of Incorporation.

WITNESS my hand and seal this 2rd day of December, 1997.

(Seal/Expiration date):

Offical Seal
SANDRA J. ST. CLAIR
Notary Public, State of Florida
My comm. expires Oct. 1, 1999
Comm. No. CC498804

NOTARY PUBLIC

FILED

97 DEC 15 AM IC: 23

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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

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

First---that PAN AMERICAN INVESTMENTS INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Zephyrhills, County of Pasco, State of Florida, has named CHANDRESH SARAIYA, located in the City of Zephyrhills, County of Pasco, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service 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 with the provision of said Act relative to keeping open said office.

CHANDRESH SARAIYA

Registered Agent