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ACCOUNT NO. : 072100000032

REFERENCE : 656738 9240A

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pujols

ORDER DATE : January 5, 1998

ORDER TIME : 9:49 AM

ORDER NO. : 656738-005

000002389320--9

CUSTOMER NO: 9240A

CUSTOMER: Joseph R. Kalish, Esq
JOSEPH KALISH, ESQUIRE

Suite 307a
3820 Northdale Boulevard
Tampa, FL 33624

DOMESTIC FILING

NAME: PANAMERICAN FINANCIAL
BROKERAGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
98 JAN -5 PM 12:58
RECEIVED
98 JAN -5 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

Dmc
1-5-98

FILED

98 JAN -5 PM 12:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

PanAmerican Financial Brokerage, Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PanAmerican Financial Brokerage, Inc.

The address of the principal office of this corporation shall be 14702 Dartmoor Lane, Tampa, Florida 33624, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Henry J. Staniszewski	14702 Dartmoor Lane
Dir.	Tampa, Florida 33624

Stacey A. Staniszewski	14702 Dartmoor Lane
Dir.	Tampa, Florida 33624

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Henry J. Staniszewski	14702 Dartmoor Lane
Pres.	Tampa, Florida 33624

Stacey A. Staniszewski	14702 Dartmoor Lane
Sec/Tres.	Tampa, Florida 33624

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 5, 1998.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

FILED

98 JAN -5 PM 12:58

ACCEPTANCE OF REGISTERED AGENT DESIGNATED SECRETARY OF STATE
IN ARTICLES OF INCORPORATION TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

jkg