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HOWARD W. POZNANSKI

Attorney at Law
2101 Corporate Boulevard, N.W., Suite 204
Boca Raton, Florida 33431
(561) 998-9599

July 7, 1998

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6372
Tallahassee, Florida 32314

100002589711--6
-07/15/98--01059--011
***122.50 ***122.50

RE: Incorporation of: PANGEA COMPUTER CORP.

Dear Sir or Madam:

Enclosed herewith please find the following:

1. Original and 2 copies of articles of incorporation for PANGEA COMPUTER CORP.
2. Original and 2 copies of certificate of resident agent.
3. Payment to the Florida Secretary of State, Division of Corporations, in the sum of \$122.50 (check number 3300A).

Upon receipt of the aforesaid enclosures, please file the articles of incorporation and return a true copy and certified copy to me. Also, please provide me with your letter acknowledging/confirming incorporation, as well as a receipt for payment.

Should you have any questions, as always, please feel free to call me.

Very truly yours,

Howard Poznanski, Esquire

enclosures

HWP/

cc: Mr. Christopher G. Brunson

APPROVED
AND
FILED
98 JUL 15 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK III 16 1998

ARTICLES OF INCORPORATION

FOR

PANGEA COMPUTER CORP.

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 is:

PANGEA COMPUTER CORP.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, having no par value.

ARTICLE IV

The amount of capital with which this corporation shall begin is One Hundred (\$100.00) Dollars.

ARTICLE V

The initial post office address of the principal office of this corporation, in the State of Florida, is:

22180 Boca Rancho Drive
Apartment No. C
Boca Raton, Florida 33428

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TALLAHASSEE, FLORIDA

ARTICLE VI

The initial Registered Resident Agent for the corporation is:

CHRISTOPHER G. BRUNSON
22180 Boca Rancho Drive
Apartment No. C
Boca Raton, Florida 33428

ARTICLE VII

The directors, officers, or shareholders may, from time to time, relocate the principal office of this corporation to any other address in Florida.

ARTICLE VIII

This corporation shall have at least one (1) director initially, but the number of the directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never been less than one (1).

ARTICLE IX

The name and post office address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Christopher G. Brunson	22180 Boca Rancho Drive #C Boca Raton, Florida 33428	President/ Director

ARTICLE X

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the to the Stockholders, and approved at a stockholder's meeting, by a majority of the stock entitled to vote thereon.


CHRISTOPHER G. BRUNSON

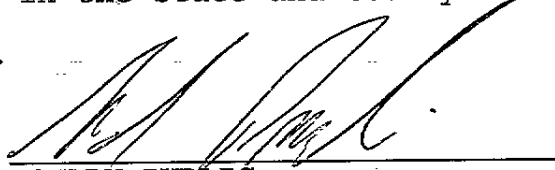
STATE OF FLORIDA

ss

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared CHRISTOPHER G. BRUNSON, who has produced his Virginia driver's license as identification, driver's license number : 041-62-4609, to me known to be the person described herein, as subscriber, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the State and County named above, this 7th day of July, 1998.



NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



Howard Poznanski
MY COMMISSION # CC704426 EXPIRES
February 15, 2002
BONDED THRU TROY FAIN INSURANCE INC

CERTIFICATE OF RESIDENT AGENT

PURSUANT TO SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST: That PANGEA COMPUTER CORP.
desiring to organize under the laws of the State of Florida, with
its principal place of business as indicated in the Articles of
Incorporation, in the County of Palm Beach, State of Florida, has
name:

CHRISTOPHER G. BRUNSON
22180 Boca Rancho Drive
Apartment #C
Boca Raton, Florida 33060

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been made to accept service of process for the above
stated corporation, at 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.


CHRISTOPHER G. BRUNSON

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AND
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TALLAHASSEE, FLORIDA