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PAN AMERICAN GROUP
7439 E. HILLSBOROUGH AVE.
TAMPA, FLORIDA 33610
(813) 623-3543

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 22, 1998

Mr. George Sheldon
Sheldon/Cusick & Associates
864 East Park Avenue
Tallahassee, FL 32301

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-09/25/98--01037--001
****122.50 ****122.50

Subject: Articles of Incorporation
Havlbird Enterprises Inc.

Dear George:

Enclosed is an original and one copy of the Articles of Incorporation for the subject company.

It would be appreciated if you could walk this through. Please fax a copy to us as soon as possible, since we need the document number of the corporation. The certified copy can be returned by regular mail.

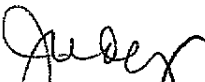
Also enclosed is a check payable to the Secretary of State in the amount of \$122.50 for the following:

\$35.00 Filing Fee
\$35.00 Registered Agent Fee
\$52.50 Certified Copy

\$122.50

We appreciate your assistance.

Sincerely,


Judith G. Scheifele
Enclosures

Chris
Please handle
Fax 1 then mail
Will wait
P. Hall
SEP 25 1998

ARTICLES OF INCORPORATION
OF
HAVLBIRD ENTERPRISES INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida General Business Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is **Havlbird Enterprises Inc.**

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized are:

- (a) To engage in the business of making investments.
- (b) To do everything necessary, reasonable, proper, advisable and/or convenient for the accomplishment or furtherance of such purposes.
- (c) To be, or to include, the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 500,000 shares at the par value of \$.01 each.

Holders of shares of said common stock from original issue shall be entitled to preemptive rights to acquire unissued or treasury shares of any class of stock of the Corporation which may at any time be authorized or held, and all unissued and treasury

shares may be offered and sold in accordance with the resolution of the Board of Directors only after first offering the same to any of the then existing shareholders.

The shareholders of the Corporation shall be entitled to one (1) vote for each share of stock owned to the election of each individual nominee for director and on all other matters voted on at any stockholders' meeting and shall not be entitled to cumulate such voting rights on the election of directors.

ARTICLE FIVE

The principal office of the corporation is 7439 E. Hillsborough Ave., Tampa, FL 33610.

ARTICLE SIX

The post office address of the Corporation's initial registered office is 7439 E. Hillsborough Ave., Tampa, FL 33610, and the name of its initial registered agent at such address is Buddy J. Levy.

ARTICLE SEVEN

The number of Directors of the Corporation may be fixed by the Bylaws. The number of directors constituting the initial Board of Directors is one (1) and the names and addresses of the persons who are to serve as directors until the organizational meeting of the shareholders or until their successors are elected and qualified are:

Buddy J. Levy
7439 E. Hillsborough Ave.
Tampa, FL 33610

ARTICLE EIGHT

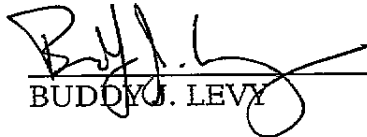
The name and address of the incorporator is:

Buddy J. Levy
7439 E. Hillsborough Ave.
Tampa, FL 33610

ARTICLE NINE

The Board of Directors is expressly authorized to make, alter, or amend the Bylaws of this Corporation or to adopt new Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand this the 22nd day of September, 1998.


BUDDY J. LEVY

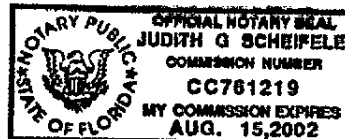
THE STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, a Notary Public in and for said County and State, do hereby certify that on this the 22nd day of September, 1998, personally appeared before me BUDDY J. LEVY, who, being by me first duly sworn, declared that he is the incorporator of Havlbird Enterprises Inc., that he signed the foregoing document as Articles of Incorporation of the Corporation, and that the statements therein are true.

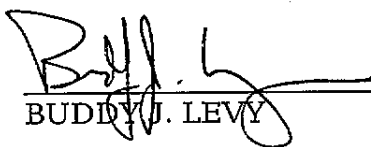
SUBSCRIBED AND SWORN TO BEFORE ME, on this the 22nd day of September, 1998.


NOTARY PUBLIC STATE OF FLORIDA



I, BUDDY J. LEVY, certify that having been named the initial registered agent for Havlbird Enterprises Inc., hereby accept such status and agree to comply with the applicable laws and statutes.

DATED: 9/22/98



BUDDY J. LEVY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA