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TRANSMITTAL LETTER

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

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SUBJECT : GEOPANO, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<u> </u> \$70.00 Filing Fee	<u> </u> \$78.75 Filing Fee & Certificate	<u> </u> \$78.50 Filing Fee & Certified Copy	<u> X </u> \$87.50 Filing Fee, Certified Copy & Certificate
Additional Copy Required			

FROM: The Law Firm of Anise & Anise, P.A.
Name (printed or typed)

1900 Glades Road, Suite 358
Address

Boca Raton, Florida 33431
City, State & Zip

(561) 417-2324
Daytime Telephone number

FILED
99 MAR -6 AM 8:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

[Handwritten signature]

**ARTICLES OF INCORPORATION
OF
GEOPANO, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. NAME

The name of the corporation shall be:

GEOPANO, INC.

The principal place of business of this corporation shall be 1021 S.E. 7th Avenue, Apt. 208 Dania, Florida 33004

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.

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do , including, but not limited to;

A. The operation of a restaurant and all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

B. To build, construct and alter houses, buildings and structures of whatsoever nature and kind; to develop real property generally, to purchase, manufacture, acquire, hold, own, lease, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description;

C. To conduct all types of business and operations; to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States.

D. To engage in, render or carry on, any service or other business as principal or agent, with powers to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any of the purposes of this corporation;

E. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate,

personal and mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

F. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgage, trust, deed, pledges or other securities for the payment of same;

G. To act as agent, broker, or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to;

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for the same in cash, stocks or bonds of the Company or otherwise;

I. In any manner, to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other interest therein and thereunder;

J. To purchase, subscribe for or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon

as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidencing shares of, or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations;

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; and to secure the payment of money in any lawful manner;

L. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit sharing, union or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

M. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock

owned by the corporation shall not be voted upon directly, nor counted as outstanding for the purpose of any stockholders' quorum or vote;

N. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise;

O. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws 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 1000 shares of common stock having \$1 par value per share.

ARTICLE IV. INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1900 Glades Road, Suite 358 Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is: Nader Anise, Attorney at Law.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The names 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:

Panagiotis Kostopoulos
President/Treasurer

1021 S.E. 7th Avenue Apt. 208
Dania, FL 33004

George Ferarrolis
Vice President/Secretary

1021 S.E. 7th Avenue Apt. 208
Dania, FL 33004

ARTICLE VI. INCORPORATOR

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

The Law Firm of Anise & Anise, P.A.
1900 Glades Road, Suite 358
Boca Raton, FL 33431

The undersigned incorporator has executed these Article of Incorporation this 9th day of March, 1999.

The Law Firm of Anise & Anise, P.A.

By: 

Nader F. Anise
Attorney at Law

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 is: GEOPANO, INC.
2. The name and address of the registered agent and office is:

NADER ANISE, ATTORNEY AT LAW

1900 Glades Road, Suite 358

Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

3/9/99
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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