

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : WESLEY M. ROBINSON, PROFESSIONAL ASSOCIATION
Account Number : 075512003036
Phone : (305)377-3352
Fax Number : (305)377-1422

DOMESTICATION

PAN ATLANTIC CARRIER SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$128.75

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CERTIFICATE OF DOMESTICATION

The undersigned Michael P. McCarthy, President, of
PAN ATLANTIC CARRIER SERVICES, INC., a foreign Corporation, in accordance
with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which the corporation was first formed was April 6th, 1992.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the British Virgin Islands.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Pan Atlantic Carrier Services, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Pan Atlantic Carrier Services, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the British Virgin Islands.
6. I am President of Pan Atlantic Carrier Services, Inc. and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this 9th day of August, 1999.



Michael P. McCarthy, President

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<u>Filing Fee</u>	
Certification of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

Wesley M. Robinson, Esq.
 Fla. Bar No. 339921
 501 Brickell Key Drive, Suite 504
 Miami, Florida 33131
 (305) 377-3352

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**ARTICLES OF INCORPORATION
OF
PAN ATLANTIC CARRIER SERVICES, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be: Pan Atlantic Carrier Services, Inc.

ARTICLE II.

Nature of Business

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III.

Capital Stock

The designation of shares, the authorized number of shares, and the par value of the capital stock of the Corporation shall be as follows:

<u>Designation of Class</u>	<u>Number of Shares</u>	<u>Per Value/ Per Share</u>
Common Stock	10,000	\$1

The holders of the Common Stock shall have voting rights of one vote per share, except as otherwise provided by applicable law.

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ARTICLE IV.**Incorporator**

The name and street address of the Incorporator of this Corporation, is as follows:

Wesley M. Robinson, Esq.
Howe, Robinson and Watkins, LLP
501 Brickell Key Drive
Suite 504
Miami, Florida 33131

ARTICLE V.**Term of Corporate Existence**

This Corporation shall exist perpetually, effective as of the date of filing with the Florida Secretary of State, unless dissolved according to law.

ARTICLE VI**Address of Principal Office, Registered****Office and Registered Agent**

The street address of the principal office of this Corporation is: 2150 N. W. 70th Avenue, Miami, Florida 33122. The street address of the corporation's registered office is 501 Brickell Key Drive, Suite 504, Miami Florida 33131. The name of the registered agent of the Corporation at the above address shall is Wesley M. Robinson, Esq. The Board of Directors may from time to time change the principal office and/or mailing address of registered office or registered agent to any other address in the State of Florida.

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ARTICLE VII.

Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.

Initial Board of Directors

The names and street addresses of the members of the Board of Directors of this Corporation, who shall hold office until the annual meeting of shareholders, and thereafter until their successors are elected are as follows:

Carlos M. Paiz

12 Calle 1-80, Zona 9
Guatemala City, Guatemala

Anibal Rodriguez

12 Calle 1-80, Zona 9
Guatemala City, Guatemala

Maria Dolores Moreno

12 Calle 1-80, Zona 9
Guatemala City, Guatemala

Ricardo Andrade

12 Calle 1-80, Zona 9
Guatemala City, Guatemala

Mario Chiu

12 Calle 1-80, Zona 9
Guatemala City, Guatemala

Michael P. McCarthy

2150 N. W. 70th Avenue
Miami, Florida 33122

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ARTICLE IX.

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE X.

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XI.

Indemnification of Directors

and Officers

The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

ARTICLE XII.

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

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Wesley M. Robinson, Esq.
Fla. Bar No. 339921
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IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 31st day of August, 1999.

Wesley M. Robinson (SEAL)
Wesley M. Robinson, Esq., Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 31st day of August, 1999, by Wesley M. Robinson, Esq., who is personally known to me (Yes) (No) or who produced his Florida Drivers License as identification.

Stacey C. Larabee
Notary Public
State of Florida at Large

My Commission Expires:

Stacey C Larabee
My Commission CC633190
Expires April 13, 2001

NOTARY PUBLIC
Stacey C Larabee
My Commission CC633190
Expires April 13, 2001
STATE OF FLORIDA

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

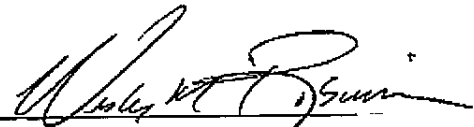
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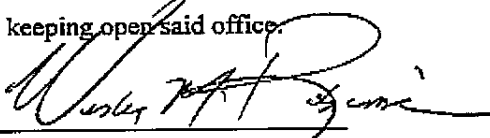
CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

PAN ATLANTIC CARRIER SERVICES, INC. desiring to organize as a corporation under the laws of the State of Florida has designated 501 Brickell Key Drive, Suite 504, Miami, Florida, 33131, as its initial Registered Office and has named Wesley M. Robinson, Esq., located at said address as its initial Registered Agent.

By: 
Wesley M. Robinson, Esq., Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: 
Wesley M. Robinson, Esq., Registered Agent

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