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81262

Charter Number Only

9/13/99 Maria

Rosenow Manfred

Requestor's Name

2425 Coral Way

Address

Miami FL 33145

City

State

ZIP

Phone

305)858-7871

CORPORATION(S) NAME

900002986459--9

-09/14/99-01008-009

\*\*\*\*\*78.75 \*\*\*\*\*78.75

PAN-MAR USA, INC.

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| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> After 4:30                 |
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Empire Toll Free: 1-800-432-3028

RECEIVED  
99 SEP 14 AM 9 31  
DEPARTMENT OF REVENUE  
DIVISION OF CORPORATE TAXES  
TALLAHASSEE, FL 32310

VALIDATION ONLY

FILED  
99 SEP 14 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310

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99 SEP 14 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
PAN-MAR USA, INC.

ARTICLE I.

NAME

The Name of the Corporation is **PAN-MAR USA, INC.**

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Manfred Rosenow, Esq.  
2425 Coral Way  
Miami, Florida 33145  
Fla. Bar No. 0831638

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Hundred (100) of voting common stock with \$1.00 par value per share.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 14941 S.W. 82nd Terrace #209, Miami, Florida 33193.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 2425 Coral Way, Miami, Florida 33145. The initial registered agent at that address is LAW FIRM OF MANFRED ROSENOW, P.A.

ARTICLE VIII.

DIRECTORS AND OFFICERS

The business of the 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.

The name and address of the first board of directors and officers who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

<u>NAME</u>	<u>OFFICE</u>
Henri Desmoineaux 14941 S.W. 82nd Terrace #209 Miami, Florida 33193	President
Paul Desmoineaux 14941 S.W. 82nd Terrace #209 Miami, Florida 33193	Vice President

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: Manfred Rosenow, Esq., 2425 Coral Way, Miami, Florida 33145.

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 9th day of September, 1999.

LAW FIRM OF MANFRED ROSENOW, P.A.

By: 

MANFRED ROSENOW

CERTIFICATE OF DESIGNATION

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 AGENT IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

PAN-MAR USA, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT IS:

LAW FIRM OF MANFRED ROSENOW, P.A.  
2425 CORAL WAY  
MIAMI, FLORIDA 33145

SIGNATURE

MANFRED ROSENOW

TITLE: INCORPORATOR

DATE: SEPTEMBER 9, 1999

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 OF 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

MANFRED ROSENOW

DATE: SEPTEMBER 9, 1999

FILED  
99 SEP 14 AM 11:46  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA