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EVAN B. KLINEK

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May 15, 2001

Via Federal Express

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

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**Re: Incorporation of Panther Realty Services, Inc.
Our File No. 1155-6**

Dear Sirs:

Enclosed is the original executed Articles of Incorporation for the above-captioned corporation as well as a check for the filing fee.

Please return a certified copy of the Articles of Incorporation to the undersigned as soon it is filed (fax no. 305-371-6816).

Very truly yours,



Jonathan W. Segal, Esq.

Enclosures
1155-6/JWS/hardy/6068

FILED
01 MAY 17 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JWS/23

ARTICLES OF INCORPORATION OF
PANTHER REALTY SERVICES, INC.

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be:

PANTHER REALTY SERVICES, INC.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

I. Barry Blaxberg, Esq.
Blaxberg & Grayson, P.A.
25 Southeast Second Avenue
Suite 730
Miami, Florida 33131

ARTICLE V.

ADDRESS OF CORPORATION

The Corporation's mailing address and principal office address shall be:

155 South Miami Avenue, Penthouse II A
Miami, FL 33130

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01 MAY 17 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Daniel Sirlin	155 South Miami Avenue, 11 th Floor Miami, FL 33130

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

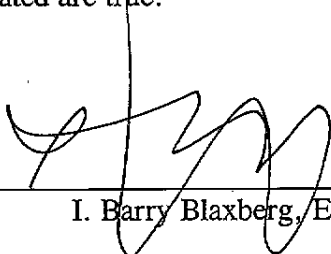
ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

<u>Incorporator</u>	<u>Address</u>
I. Barry Blaxberg, Esq.	Blaxberg & Grayson, P.A. 25 S.E. 2 nd Avenue, Suite 730 Miami, Florida 33131

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



I. Barry Blaxberg, Esq.

STATE OF FLORIDA :
: SS
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, appeared I. Barry Blaxberg, Esq., who is personally known to me or who has produced _____ as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 15th day of May, 2001.

Jennifer L. Hardy

NOTARY PUBLIC, State of Florida

Print Name: _____

My Commission Expires: _____



Jennifer L. Hardy
Commission # CC 934412
Expires May 8, 2004
Bonded Through
Atlantic Bonding Co., Inc.

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

I. Barry Blaxberg

I. Barry Blaxberg, Esq., Registered Agent

IBB/hardy/56042

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01 MAY 17 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA