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TO: DIVISION OF CORPORATIONS FROM: PANTHER HEADWAY, INC.

DEPARTMENT OF STATE

142 W PALM BLVD

STATE OF FLORIDA

MIAMI FL 33133

TALLAHASSEE FL 32301

STATE 200

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NAME: PANTHER HEADWAY, INC.

FAX AUDIT NUMBER: H90000005451

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TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
PANTHER HEADWAY, INC.**

The undersigned incorporator of PANTHER HEADWAY, INC. for the purpose of forming a Corporation under Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation.

**ARTICLE I  
NAME & PRINCIPAL ADDRESS**

The name and principal address of this corporation is :

Panther Headway, Inc.  
399 West Palmcote Park Road, Suite 104  
Boca Raton, Florida 33432

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**ARTICLE II  
DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III  
PURPOSE**

This corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

**ARTICLE IV  
STOCK**

This corporation is authorized to issue 100 shares of No par value common stock which shall be designated "Common Shares."

**ARTICLE V  
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:  
Staci H. Genot, Esq.  
GENOT & GERTZ, P.A.  
1323 Southeast Third Avenue  
Fort Lauderdale, FL 33316  
(305) 764-0005  
FBN 980420

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**ARTICLE VI  
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation shall be:

<u>NAME</u>	<u>ADDRESS</u>
Jeff Krinsky	399 West Palmetto Park Road, Suite 104 Boca Raton, FL 33432

**ARTICLE VII  
OFFICERS**

The name, title and address of the officers of this corporation shall be:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Daniel Sirlin	President	399 West Palmetto Park Road, Suite 104 Boca Raton, FL 33432
Jeff Krinsky	Vice-President	399 West Palmetto Park Road, Suite 104 Boca Raton, FL 33432

**ARTICLE VIII  
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE IX  
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject

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to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4/15/96 day of April, 1996

[Signature]  
Jeff Krinsky  
Incorporator

STATE OF FLORIDA )

COUNTY OF )

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Jeff Krinsky personally known by me, or who produced a valid Florida Driver's License as identification, to be the person who executed or acknowledged that he executed the foregoing Articles of Incorporation for Panther Management Corp.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 15 day of April, 1996.

[Signature]  
NOTARY PUBLIC

My Commission Expires:



PAMELA J. LANTER  
My Commission 00373008  
Expires May 20, 1998  
Bonded by HAI  
800-488-1888

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

In compliance with Fla. Stat. § 48.091, the following is submitted:

First, that Panther Headway, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 399 West Palmetto Park Road, Boca Raton, Florida 33432, State of Florida, has named Jeff Krinsky, located at 399 West Palmetto Park Road, Suite 104, City of Boca Raton, State of Florida, as its Agent to accept service of process within Florida.

[Signature] 4/15/96  
Jeff Krinsky Dated  
Vice-President

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
JEFF KRINSKY

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