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 NAME: PANTHER REALTY ADVISORS, INC.
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**ARTICLES OF INCORPORATION
OF
PANTHER REALTY ADVISORS, INC.**

The undersigned incorporator of PANTHER REALTY ADVISORS, 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 REALTY ADVISORS, INC.
399 West Palmetto 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.

Drawn by:
Ezoi H. Genet, Esq. (Bar # 980420)
GENET & GERTZ, P.A.
1323 Southeast Third Avenue
Fort Lauderdale, FL 33316
(954) 764.0005

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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 Sirtis	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 3rd day of July, 1996

[Signature]
Jeff Krinsky
Incorporator

STATE OF FLORIDA)
)
COUNTY OF)

Before me, a Notary Public authorized to take acknowledgments 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 3rd day of July, 1996

[Signature]
NOTARY PUBLIC



STACH H. BENNET
My Commission Expires
August 16, 1999

My Commission Expires

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

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

First, that PANTHER REALTY ADVISORS, 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] 7/3/96
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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