

P. 97000046114



ACCOUNT NO. : 072100000032

REFERENCE : 397265 4301860

AUTHORIZATION :

Patricia Piquero

COST LIMIT : \$ 70.00

ORDER DATE : May 19, 1997

ORDER TIME : 10:10 AM

ORDER NO. : 397265-005

CUSTOMER NO: 4301860

200002189912--8

CUSTOMER: John Ginley, Esq
PRYOR, CASHMAN, SHERMAN &
FLYNN
410 Park Avenue

New York, NY 10022

DOMESTIC FILING

NAME: CYPRESS PANTHER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 MAY 23 PM 12:04
TALLAHASSEE FLORIDA
STATE

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SN MAY 23 1997

FILED

97 MAY 23 PM 12:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CYPRESS PANTHER, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CYPRESS PANTHER, INC.

The address of the principal office of this corporation shall be 4620 North State #7, Suite 300, Fort Lauderdale, Fl 33319 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4620 North State #7, Suite 300, Fort Lauderdale, Florida 32301, and the name of the initial registered agent of the corporation at that address is Panther Realty Advisors, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial members of the Board of Directors are:

Daniel Sirlin, 4620 North State #7, Suite 300, Fort Lauderdale,
Florida 32301

ARTICLE VII. INCORPORATOR

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

Juanita Mahoney
Corporation Service Company
830 Bear Tavern Road
West Trenton, NJ 08628

The undersigned incorporator has executed these
Articles of Incorporation on May 19, 1997.

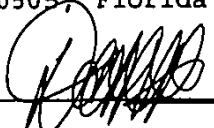


Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Panther Realty Advisors, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____


Authorized Service Representative
Panther Realty Advisors, Inc.

DKC/jmy

TALLAHASSEE, FLORIDA

97 MAY 23 PM 12:04

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