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(((H04000129956 3)))

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Division of Corporations

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FOREIGN LIMITED PARTNERSHIP

Panther Investment Associates III, LP

Certificate of Status	1
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FAX AUDIT NUMBER: H040001299563

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

nimed to the second In compliance with Section 620.169, Florida Statutes, the following is submitted register a foreign limited partnership to transact business in the State of Florida:

- 1. The name of the limited partnership is: Panther Investment Associates III, LP.
- 2. The limited partnership was incorporated under the laws of the State of Delaware on December 10, 1997.
- 3. The principal address and mailing address of the limited partnership is: 155 S. Miami Avenue, PH 2-A, Mismi, Florida 33130.
- 4. The name and address of the registered agent and registered office of the limited partnership in the State of Florida is:

Daniel Sirlin 155 South Miami Avenue, Ph II A Miami, Florida 33130

5. Having been named as registered agent to accept service of process for the above stated limited partnership at the place designated in this application. I hereby accept the appointment as 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.

6. The names and addresses of the general partners are as follows:

Daniel Sirlin

155 S. Miami Avenue, PH 2-A

Miami, Florida 33130

Jeff Krinsky

155 S. Miami Avenue, PH 2-A

Miami, Florida 33130

7. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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IN WITNESS WHEREOF, the undersigned general partner has duly executed this application this 2/ day of June 2004.

Daniel Sirlin

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

On this 2/ day of ______, 2004, Daniel Sirlin, the general partner of Panther Investment Associates III, LP, a Delaware limited liability company, personally appeared before me. Daniel Sirlin is personally known to me or has produced ______ as identification.

Seal

Dudite M. Rosen
MY COMMISSION # COSSUES EXPRES
AO IN 15 2005
100000 TRICUTOR AND INSURANCE INC.

Notary Public Signature
Printed Name: JUDIF 17. hold

My Commission Expires: 4/13/05

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared the general partner of Panther Investment Associates III, LP, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- The amount of capital contributions of the Partnership is \$700,120.00.
- 2. The anticipated amount of the capital contributions of the Partnership that are allocated for the purpose of transacting business in the state of Florida is \$700,120.00.

Under penalties of perjury the representative of the undersigned, being duly sworn, declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

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