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PANTHER/DCP ACQUISITION, LLC

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ARTICLES OF ORGANIZATION

OF

PANTHER/DCP ACQUISITION, LLC

These Articles of Organization of Panther/DCP Acquisition, LLC are being duly executed and filed by Eric Nadan, as an authorized representative, to form a limited liability company under the Florida Limited Liability Company Act.

FIRST: The name of the limited liability company formed hereby is Panther/DCP Acquisition, LLC (the "Company").

SECOND: The mailing address and the street address of the principal office of the Company is Panther/DCP Acquisition, LLC, c/o Diamond Castle Partners IV, L.P., 280 Park Avenue, New York, New York 10017.

THIRD: The address of the registered office of the Company in the State of Florida and the name and address of the registered agent for service of process on the Company in the State of Florida are: National Corporate Research, Ltd., Inc., 515 East Park Ave., Tallahassee, FL 32301.

Having been named as registered agent and to accept service of process for the Company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S.

By: Wayne Rafanelli
Name/Title: Wayne Rafanelli, VP

REGISTERED AGENT'S SIGNATURE

FOURTH: The Company is to be managed by one managing member and is, therefore, a "member-managed" limited liability company. The name and address of each Managing Member is as follows:

Title	Name and Address
Managing Member ("MGRM")	Panther/DCP Intermediate Holdings, LLC c/o Diamond Castle Partners IV, L.P. 280 Park Avenue New York, New York 10017

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FIFTH: These Articles of Organization shall be effective on the
date of filing.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Organization this 12th day of October, 2006.



AUTHORIZED REPRESENTATIVE'S SIGNATURE

(In accordance with section 608.408(3), Florida Statutes, the execution of this document
constitutes an affirmation under the penalties of perjury that the facts stated herein are
true.)

Eric Nadan

Typed or printed name of signee

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