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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 585495 5021572

AUTHORIZATION :

COST LIMIT : \$ 70

*Patricia Piguet*

ORDER DATE : February 11, 2000

ORDER TIME : 11:58 AM

ORDER NO. : 585495-005

CUSTOMER NO: 5021572

CUSTOMER: Ms. Jane Walker  
GROCOCK & ABRAMSON  
GROCOCK & ABRAMSON  
Suite 200  
126 East Jefferson Street  
Orlando, FL 32801

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DOMESTIC FILING

NAME: PANTHEON FUND, 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: Christine Lillich

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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*P14 2/13/2000*

ARTICLES OF INCORPORATION  
OF  
PANTHEON FUND, INC.

FILED  
00 FEB 11 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporations Act.

ARTICLE I  
Name of Corporation

The name of the corporation is:

PANTHEON FUND, INC.

ARTICLE II  
Commencement of Business

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III  
Purpose

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of Common Stock, par value \$.001 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

**ARTICLE V**  
**Term of Existence**

This corporation is to exist perpetually.

**ARTICLE VI**  
**Principal Place of Business**

The initial street address in this state of the principal office of this corporation is 126 E. Jefferson Street, Orlando, FL 32801. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII**  
**Incorporator**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
J. Bennett Grocock	126 E. Jefferson Street Orlando, FL 32801

The incorporator of this corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VIII**  
**Initial Board of Directors**

The corporation shall have two (2) directors initially. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Daniel Stauber	777 Arthur Godfrey Rd., 2nd Floor Miami Beach, FL 33140
Michael Tobin	777 Arthur Godfrey Rd., 2nd Floor Miami Beach, FL 33140

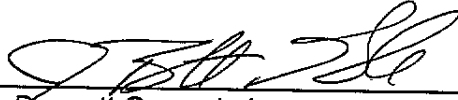
**ARTICLE IX**  
**Initial Registered Office and**  
**Registered Agent**

The initial designation of the registered office of this corporation is 126 E. Jefferson Street, Orlando, FL 32801, and the registered agent at this address is J. Bennett Grocock, P.A.

**ARTICLE X**  
**Amendments**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 10th day of February, 2000.

  
\_\_\_\_\_  
J. Bennett Grocock, Incorporator

CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT

FILED  
00 FEB 11 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That PANTHEON FUND, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 126 E. Jefferson Street, Orlando, FL 32801, County of Orange, State of Florida, has named J. Bennett Grocock, P.A., City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

J. BENNETT GROCOCK, P.A.,  
a Florida Professional Association

By.   
J. Bennett Grocock, President

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