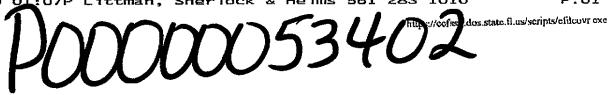
Division of Corporations



Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number

: (850)922-4001...

From:

Account Name : LJTTMAN, SHERLOCK & HELMS, INC.

Account Number : I19980000097

: (561)287-0200

Phone

Fax Number

: (561)283-1010

FLORIDA PROFIT CORPORATION OR P.A.

PANTHER FINANCIAL GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION

OF

PANTHER FINANCIAL GROUP, INC.

ARTICLE I. NAME

The name of this corporation shall be PANTHER FINANCIAL

GROUP, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "common shares".

Prepared by Virginia P. Sherlock, Ra. Bar #893544 Littman, Sherlock & Heims, P.A. P.O. Bax 1197 Stuart, PL 34995

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. COMPLIANCE WITH SECURITIES ACT

Pursuant to Section 517.061, Florida Statutes, the capital stock of this corporation shall in no event be offered or sold to more than five (5) persons; no public solicitation or advertisement shall be made regarding sale of said capital stock; and no commission or compensation shall be made to any person for the sale of said capital stock other than its purchase price from the ultimate purchaser to the seller.

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the office of this corporation is 1655 SE Dixie

Highway, Stuart, FL 34994-4003, and the name of the initial registered agent of
this corporation is Virginia P. Sherlock and her address is 618 East Ocean Blvd.,
Suite 5, Stuart, FL 34994.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one (1) member and never more than five (5) members. The names and addresses of the initial directors of this corporation are as follows:

DAMIEN T. DRENNAN

JEORJETTE LAFORET

920 SE Flamingo Avenue

78702 SE Paradise Drive

Stuart, FL 34996

Stuart, FL 34997

Directors are elected in accordance with the by-laws of the corporation.

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles are:

DAMIEN T. DRENNAN

920 SE Flamingo Avenue

Stuart, FL 34996

IN WITNESS WHEREOF, the undersigned subscriber has executed these

Articles of Incorporation this 15+ day of June, 2000.

(SEAL)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PANTHER FINANCIAL GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office at the City of Stuart, County of Martin, State of Florida, as set forth in the Articles of Incorporation, has named VIRGINIA P. SHERLOCK located at: 618 East Ocean Blvd., Suite 5, Stuart, FL 34994 as its Registered Agent to accept service of process on the corporation's behalf within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office. v BSheelo