

Division of Corporations

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**PD5000137825**

Florida Department of State  
Division of Corporations  
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Account Number : 076245002115  
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**FLORIDA PROFIT CORPORATION OR P.A.**

Pantera Retail Advisors, Inc.

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
PANTERA RETAIL ADVISORS, INC.**

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The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation shall be **Pantera Retail Advisors, Inc.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of this corporation shall be:

3705 Tampa Road, Unit 1-A  
Oldsmar, Florida 34677

**ARTICLE III  
CAPITAL STOCK**

1. **Authorized Capitalization** The total number of shares of capital stock authorized to be issued by this Corporation shall be 10,000 shares of common stock, par value \$0.01 per share (the "Common Stock").

2. **Payment for Stock** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. **Voting** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.

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**ARTICLES OF INCORPORATION OF  
PANTERA RETAIL ADVISORS, INC.**

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**ARTICLE VIII  
INCORPORATOR**

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

**Name**

**Address**

**R. Reid Haney**

**101 East Kennedy Boulevard, Suite 4100  
Tampa, Florida 33602**

**ARTICLE IX  
BUSINESS AND PURPOSES**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE X  
BYLAWS**

(a) The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

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ARTICLES OF INCORPORATION OF  
PANTERA RETAIL ADVISORS, INC.

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**ARTICLE XI**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE XII**  
**AFFILIATED TRANSACTIONS**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 7<sup>th</sup> day of October, 2005.

  
\_\_\_\_\_  
R. REID HANEY

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ARTICLES OF INCORPORATION OF  
PANTERA RETAIL ADVISORS, INC.

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**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, CHARLES H. CARVER, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 7th day of October, 2005.

  
CHARLES H. CARVER

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