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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PANTHER MANAGEMENT SERVICES, INC.

(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Jerryann Mills

(Contact Person)

Panther Management Services

(Firm/Company)

333 South Miami Avenue Suite #150

(Address)

Miami, FL 33130

(City, State and Zip Code)

For further information concerning this matter, please call:

Jerryann Mills

(Name of Contact Person)

at (305) 374-5455

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

\$105.00 Filing Fees

\$113.75 Filing Fees
and Certificate of
Status

\$113.75 Filing Fees
and Certified Copy

\$122.50 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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06 DEC -4 PM 12: 19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

PANTHER MANAGEMENT SERVICES, LLC

(Enter Name of Other Business Entity) LOL-93598

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on September 22, 2006
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

PANTHER MANAGEMENT SERVICES, INC.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: December 4, 2006
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this _____ day of December, 2006.

Signature: 
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Daniel Sirlin Title: Director

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

PANTHER MANAGEMENT SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

333 South Miami Avenue
Suite #150
Miami, FL 33130

Mailing Address: same as above

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

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

ARTICLE IV SHARES

The number of shares of stock is:

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Daniel Sirlin, Director, 333 S. Miami Avenue #150, Miami, FL 33130

Jeff Krinsky, Director, 333 S. Miami Avenue #150, Miami, FL 33130

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

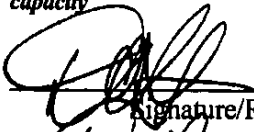
Daniel Sirlin, 333 S. Miami Avenue #150, Miami, FL 33130

ARTICLE VII INCORPORATOR


The **name and address** of the Incorporator is:

Daniel Sirlin, 333 S. Miami Avenue #150, Miami, FL 33130

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent



Signature/Incorporator

12/12/06
Date

12/12/06
Date