

3/27/98

FLORIDA DEPARTMENT OF CORPORATIONS
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STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 002-00000
CONTACT: RAY STORMONT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PANTHER MANAGEMENT CORP.
FAX AUDIT NUMBER: H96000004394
DATE REQUESTED: 03/27/1998
CERTIFIED COPIES: 1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-28-96
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**ARTICLES OF INCORPORATION
OF
PANTHER MANAGEMENT CORP.**

The undersigned incorporator of PANTHER MANAGEMENT CORP. for the purpose of forming a Corporation under Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME & PRINCIPAL ADDRESS**

The name and principal address of this corporation is :

Panther Management Corp.
399 West Palmetto Park Road, Suite 104
Boca Raton, Florida 33432

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TALLAHASSEE, FLORIDA

**ARTICLE II
DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III
PURPOSE**

This corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

**ARTICLE IV
STOCK**

This corporation is authorized to issue 100 shares of No par value common stock which shall be designated "Common Shares."

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:
Staci H. Genet, Esq.
GENET & GERTZ, P.A.
1323 Southeast Third Avenue
Fort Lauderdale, FL 33316
(954)-764-0005
FIBAR# 980420

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**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation shall be:

<u>NAME</u>	<u>ADDRESS</u>
Jeff Krinsky	399 West Palmetto Park Road, Suite 104 Boca Raton, FL 33432

**ARTICLE VII
OFFICERS**

The name, title and address of the officers of this corporation shall be:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Daniel Sirtin	President	399 West Palmetto Park Road, Suite 104 Boca Raton, FL 33432
Jeff Krinsky	Vice-President	399 West Palmetto Park Road, Suite 104 Boca Raton, FL 33432

**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE IX
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject

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to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of March, 1996


Jeff Krinsky
Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Jeff Krinsky personally known by me, or who produced a valid Florida Driver's License as identification, to be the person who executed or acknowledged that he executed the foregoing Articles of Incorporation for Panther Management Corp.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 26th day of March, 1996.



STACH HOGNET
My Commission Expires Aug. 16, 1999

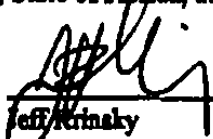

NOTARY PUBLIC

My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE.

In compliance with Fla. Stat. § 48.091, the following is submitted:

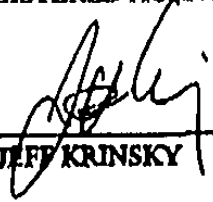
First, that Panther Management Corp. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 399 West Palmetto Park Road, Boca Raton, Florida 33432, State of Florida, has named Jeff Krinsky, located at 399 West Palmetto Park Road, Suite 104, City of Boca Raton, State of Florida, as its Agent to accept service of process within Florida.


Jeff Krinsky 3/26/96
Vice-President Dated

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


JEFF KRINSKY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 24, 1996

DARLENE SMITH
BROAD AND CASSEL
7777 GLADES RD., SUITE 300
BOCA RATON, FL 33434

The name **PANTHER MANAGEMENT CORP.** has been reserved for 120 days beginning January 24, 1996. The reservation number is R9600000388 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 885.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 096A00003132

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