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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PANTHER PRODUCTS, INC.

AUDIT NUMBER.....H97000004891

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
PANTHER PRODUCTS, INC.

ARTICLE I. NAME

The name of the corporation is PANTHER PRODUCTS, INC.

ARTICLE II. DURATION AND COMMENCEMENT OF EXISTENCE

The corporation is to have perpetual existence, commencing at the filing of these articles with the Department of State.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue two classes of shares, which shall be called Class A stock and Class B stock. Class A shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The corporation is authorized to issue 900 Class A shares. Class B shares shall be nonvoting shares; however, they shall be entitled to receive the net assets of the Corporation upon dissolution. The corporation is authorized to issue 100 Class B shares.

Shares of stock may be disposed of by the corporation for such consideration, having a value of not less than par value of the shares issued therefore, as is determined from time to time by vote of the majority of the outstanding stock.

The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration for which shares are to be issued shall have been received by the corporation; such shares shall be deemed fully paid and nonassessable.

The stock in the corporation shall be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

Prepared By:
Carlton Garcia, Esquire
Fla. Bar No. 0462100
265 Sevilla Avenue
Coral Gables, FL 33134
(305) 447-6609

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ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 7220 N.W. 36 Street, Suite 407, Miami, Florida 33166 and the initial registered agent of this corporation at such address is Jose A. Otano.

Having been named as registered agent on whom process may be served for the above-stated corporation, at the place designated herein, I hereby accept said appointment as registered agent.


Jose A. Otano, Registered Agent

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ARTICLE VI. INCORPORATION

The name and address of the person signing these articles is Jose A. Otano, 7220 N.W. 36 Street, Suite 407, Miami, Florida 33166.

ARTICLE VII. PRINCIPAL OFFICE

The principal office of the corporation shall be located at 7220 N.W. 36 Street, Suite 407, Miami, Florida 33166.

ARTICLE VIII. MANAGEMENT OF THE CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised or under the authority of, and the business and affairs of this corporation shall be managed under the direction of a Board of Directors.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the initial directors are Jose A. Otano, Marta Musino and Dr. Pedro Albanez, 7220 N.W. 36 Street, Suite 407, Miami, Florida 33166.

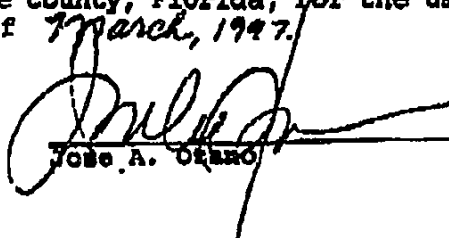
ARTICLE XI. AMENDMENT

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

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 10th day of March, 1997.


Jose A. Otano

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10th day of March, 1997, by Jose A. Otano.


NOTARY PUBLIC - State of Florida

Personally known ✓ OR Produced Identification _____
Type of Identification Produced _____

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