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FLORIDA DIVISION OF CORPORATIONS
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ACCT#: 075471001363

CONTACT: MAGGIE VINAJERAS

PHONE: (305)374-5600

FAX #: (305)374-5095

NAME: PANTHERS BRHC MANAGEMENT CORPORATION

AUDIT NUMBER.....H97000009256

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PANTHERS BRHC MANAGEMENT CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is **PANTHERS BRHC MANAGEMENT CORPORATION** (hereinafter called the "Corporation").

**ARTICLE II
MAILING ADDRESS**

The mailing address of the Corporation is One S.E. Third Avenue, 27th Floor, Miami, Florida 33131.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock, par value \$0.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. Third Avenue, 27th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services Inc.

**ARTICLE V
INCORPORATOR**

The name and address of the incorporator of the Corporation is William C. Arnholz, One S.E. 3rd Avenue, 27th Floor, Miami, Florida 33131.

Prepared by:
William C. Arnholz
One S.E. 3rd Avenue, 27th floor
(305) 374-5600
Florida Bar No. 509760

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**ARTICLE VI
INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of June, 1997.

William C. Arnholz
William C. Arnholz, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of PANTHERS BRHC MANAGEMENT CORPORATION, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

N WITNESS WHEREOF, the undersigned has executed this Certificate this 5th day of June, 1997.

American Information Services, Inc.

By: William C. Amholz
William C. Amholz, Assistant Secretary

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