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I. BARRY BLAXBERG
MOISES T. GRAYSON
SEYMOUR N. SINGER

DIRECT LINE: 381-7979 EXT. 307

BLAXBERG, GRAYSON, & SINGER, P.A.

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15 SOUTHEAST SECOND AVENUE
MIAMI, FLORIDA 33131-1506
TELEPHONE: (305) 381-7979
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JONATHAN W. SEGAL
IAN J. KUKOFF
MATTHEW W. DIETZ
DANIEL SERBER

September 12, 1997

VIA FEDERAL EXPRESS
Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

Re: *Panther Justice, Inc.*

300002292813--6
-09/15/97--01070--003
131.50 *131.50

Dear Sir or Madam:

Enclosed are an original and a copy of the executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fees	\$35.00
Certified Copies	\$52.50
Registered Agent Designation	\$35.00
Certificate of Good Standing	<u>\$ 8.75</u>
TOTAL	<u>\$131.25</u>

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,


Jonathan W. Segal

JWS:xeg

Enclosures

cc: Jeff Krinsky

JWS/mfp/P/6400

FILED
97 SEP 15 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PANTHER JUSTICE, INC.

FILED
97 SEP 15 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be: Panther Justice, Inc.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

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

ARTICLE III.

CAPITAL STOCK

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

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: Jonathan W. Segal, Esq., 4620 North State Road 7, Suite 300, Ft. Lauderdale, Florida 33319.

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 4620 North State Road 7, Suite 300, Ft. Lauderdale, Florida 33319.

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

Name

Address

Daniel Sirlin

4620 North State Road 7
Suite 300
Ft. Lauderdale, Florida 3319

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

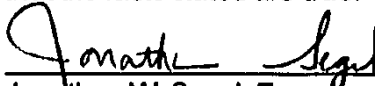
Incorporator

Address

Jonathan W. Segal

25 Southeast 2nd Avenue
Suite 730
Miami, Florida 33131

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


Jonathan W. Segal, Esq., Incorporator

STATE OF FLORIDA :
COUNTY OF DADE : SS

BEFORE ME, the undersigned authority, appeared Jonathan W. Segal (who is personally known to me) or who has produced as identification, and acknowledged that he/she/they executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 12th day of September, 1997.



Liora E. Quinones
NOTARY PUBLIC, State of Florida

Print Name: Liora E. Quinones

My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Jonathan W. Segal
Jonathan W. Segal, Esq., Registered Agent

jws/sxeq/p/6402

FILED
97 SEP 15 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA