

JUL-22-98 06:04

FROM: AKERMAN, SENTERFITT

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FROM: AKERMAN, SENTERFITT & EIDSON, P.A.  
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NAME: PANTHERS GREY OAKS, INC.

AUDIT NUMBER.....H98000013605

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

*Amendment  
07-23-98*

*De*

DIVISION OF CORPORATIONS

98 JUL 23 AM 8:27

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
PANTHERS GREY OAKS, INC.  
a Florida corporation**

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98 JUL 23 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Article IV of the Articles of Incorporation of **PANTHERS GREY OAKS, INC.**, a Florida corporation, hereinafter referred to as the "Corporation", is amended to read as follows:

**ARTICLE IV. REGISTERED AGENT**

The street address of the registered office of the corporation shall be One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131, and the name of the registered agent of the corporation at that address is American Information Services, Inc.

In accordance with Section 607.0123(1)(b) of the Florida Business Corporation Act, this Amendment shall be effective as of the date of this Amendment.

The foregoing Amendment to the Articles of Incorporation of the Corporation was proposed and approved by the Sole Incorporator on July 17, 1997, pursuant to Section 607.1005 of the Florida Business Corporation Act. No officers or directors have been elected and no shares of the Corporation's capital stock have been issued as of the date hereof.

**IN WITNESS WHEREOF**, the undersigned Sole Incorporator of the Corporation has executed these Articles of Amendment this 17th day of July, 1998.

**PANTHERS GREY OAKS, INC.**, a Florida Corporation

By: William C. Arnholz  
William C. Arnholz, successor by assignment  
to CORPORATION SERVICE COMPANY,  
Sole Incorporator

Prepared by:  
William C. Arnholz, Esq.  
One S.E. 3rd Avenue, 28th Floor  
Miami, Florida 33131  
(305) 374 5600  
Florida Bar No. 509760

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ASSIGNMENT BY THE SOLE INCORPORATOR  
OF THE ARTICLES OF INCORPORATION OF  
PANTHERS GREY OAKS, INC.

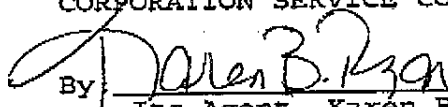
Corporation Service Company, as sole incorporator, for  
value received hereby assigns any and all rights it may have  
as such incorporator to the following:

WILLIAM C. ARNHOLS

Dated: July 16, 1998

CORPORATION SERVICE COMPANY

By



Its Agent, Karen B. Rozar

sle

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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 and registered office of **PANTHERS GREY OAKS, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and 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 the undersigned is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 17th day of July, 1998

American Information Services, Inc.

By   
Angelica M. Calabrese, Vice President