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6/23/97
11:22 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H97000010261 0))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
PHONE: (305)374-7580
(305)350-2446

FAX #:

NAME: SAVANNAH MGP CORP.

AUDIT NUMBER.....H97000010261

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

4

97 JUN 23 PM 12:18
STATE
TALLAHASSEE, FLORIDA

BM 6/23/97

**ARTICLES OF INCORPORATION
OF
SAVANNAH MGP CORP.**

ARTICLE I -- NAME

The name of this corporation is SAVANNAH MGP CORP.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

c/o Weissbarth, Altman & Michaelson
156 W. 56th Street, 12th Floor
New York, NY 10019
Attn.: Robert T. Michaelson.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

200 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131-2336;

and the name and address of the initial registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Christopher H. Saia	200 South Biscayne Boulevard Suite 2500 Miami, Florida 33131-2336.

This instrument prepared by:
Christopher H. Saia, Esquire
Florida Bar No. 0090113
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33101-9109
Telephone: 305-374-7580

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TALLAHASSEE, FLORIDA

ARTICLE VI - COMMENCEMENT

This corporation shall commence as of 12:01 A.M. on June 23, 1997.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Christopher H. Sala	200 South Biscayne Boulevard Suite 2500 Miami, Florida 33131-2336.

ARTICLE VIII - BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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200 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131-2336;

and the name and address of the initial registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Christopher H. Saia	200 South Biscayne Boulevard Suite 2500 Miami, Florida 33131-2336.

This instrument prepared by:
Christopher H. Saia, Esquire
Florida Bar No. 0090115
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33101-9109
Telephone: 305-374-7580

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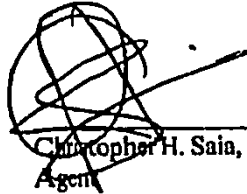
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ARTICLE X -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Fax Audit No. H97- 10261

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 23th day of June, 1997.



Christopher H. Saia, Incorporator and Registered Agent

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97 JUN 23 PM 12:18
STATE
FALLAHASSEE, FLORIDA