

F95000001800

1201 HAYS STREET
SUITE 1201
904-22-0000
904-22-0000 FAX

800-342-8000



ACCOUNT NO. : 072100000032

REFERENCE : 578476 4656A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizito

ORDER DATE : April 12, 1995

300001455613

ORDER TIME : 10:50 AM

ORDER NO. : 578476

RUSH WILL WAIT

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

File 1st

FOREIGN FILINGS

NAME: COPANS ROAD PARTNERS, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 13 AM 05 23
DIVISION OF CORPORATIONS
APR 11 47

6/4/95

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a **FOREIGN CORPORATION TO TRANSACT BUSINESS** in the State of Florida:

95 APR 13 11:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1. COPANS ROAD PARTNERS, INC.
(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE
(State or Country under the law of which is incorporated)
3. Applied for
(F.E.I Number, if applicable)
4. April 12, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corporation will cease to exist or "Perpetual")
6. Date of qualification in Florida
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)
7. 200 South Park Road - #200, Hollywood, Florida 33021
(Current Mailing Address; please include city, state & zip code)
8. Any lawful business
(Purpose(s) of corporation authorized in home State or Country to be carried out in the State of Florida.)
9. NAME AND STREET ADDRESS OF FLORIDA REGISTERED AGENT:
Name: Theodore R. Stotzer
Office Address: 200 South Park Road - #200
Hollywood, Florida 33021

10. **REGISTERED AGENT'S ACCEPTANCE:** Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Theodore R. Stotzer Registered Agent (Signature)

Date: April 16, 1995

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

12. **NAME OF DIRECTORS and OFFICERS:**

A. DIRECTORS:

Director: Michael J. Swerdlow

Address: 200 South Park Road - #200
Hollywood, Florida 33021

B. OFFICERS:

President: Michael J. Swerdlow

Address: 200 South Park Road - #200, Hollywood, Florida 33021

Sr. V/P & Secretary: Theodore R. Stotzer

Address: 200 South Park Road - #200, Hollywood, Florida 33021

V/P & Treasurer: Marie Immatteo

Address: 200 South Park Road - #200, Hollywood, Florida 33021

Sr. Vice President: Sidney Atzman

Address: 200 South Park Road - #200, Hollywood, Florida 33021

Sr. Vice President: Roger LeBlanc

Address: 200 South Park Road - #200, Hollywood, Florida 33021

(NOTE: If necessary, you may attach an addendum to the application listing any additional officers and/or directors.)

13.

(Signature of Chairman, Vice Chairman, or any officer listed in #12)

Date: April 10-12, 1995

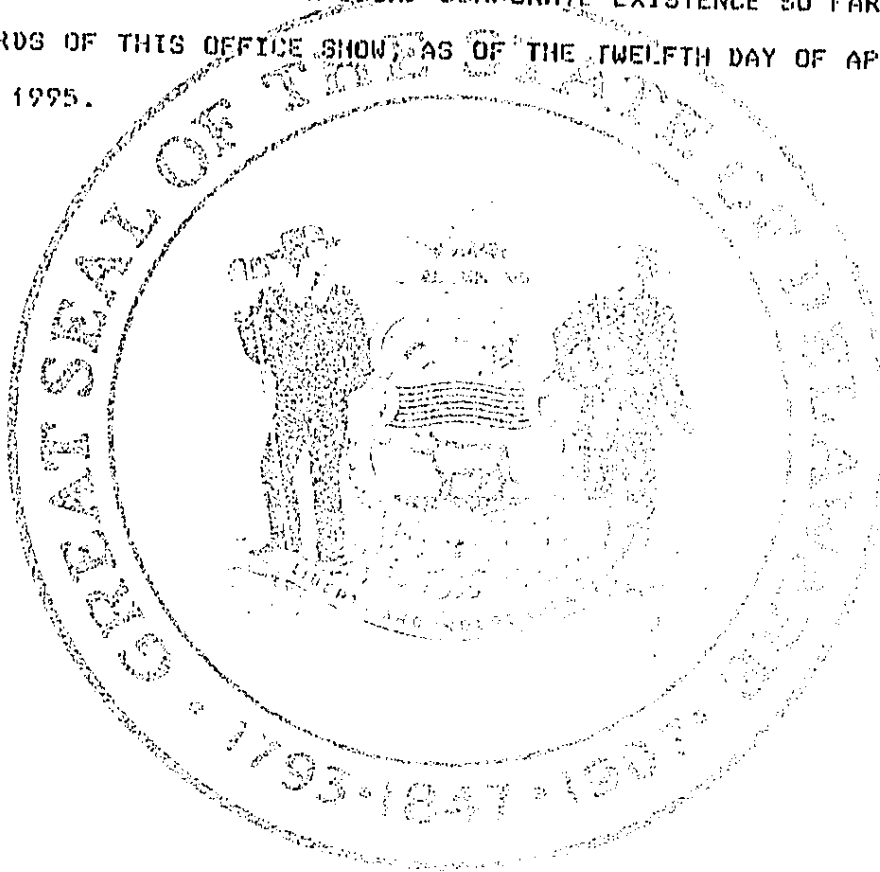
14.

Michael J. Swerdlow, President

(Print or type name and office of person signing this application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COPANS ROAD PARTNERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF APRIL, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 13 AM 11:47



2498277 8300

950081627

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

7470970

DATE:

04-12-95

F95000001800
MICHAEL SWERDLOW
COMPANIES, INC.

Direct (954) 967-2820

October 11, 1996

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
96 NOV 14 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SH 1/5
VIA FEDERAL EXPRESS

Attention: Amendments Section

RE: CERTIFICATES OF AMENDMENT FOR:
1) HOLLYWOOD, INC. (COPANS);
2) OLD CYPRESS CREEK ASSOCIATES LIMITED PARTNERSHIP

900001980403--6
-10/18/96-01093-003
*****87.50 *****87.50

Dear Madam/Sir:

Enclosed please find one (1) executed original and one (1) copy each of the above two (2) referenced Certificates of Amendment, together with a check payable to the Florida Secretary of State in the total amount of \$87.50, consisting of \$35.00 for the filing of the Certificate of Amendment for Hollywood, Inc. (Copans), and to receive back a stamped-file copy certifying to same, and consisting of \$52.50 to file the Certificate of Amendment for Old Cypress Creek Associates Limited Partnership and to receive back a stamped-file copy certifying to same.

Please file both Certificates of Amendment referenced herein and forward at your earliest possible convenience via Federal Express chargeable to our Federal Express Account No. 0333-0095-6. Thank you.

Sincerely,

900001980403--6
-10/18/96-01093-003
*****87.50 *****35.00

MICHAEL SWERDLOW COMPANIES, INC.

Theodore R. Stotzer /A VS
Theodore R. Stotzer
Senior Vice President and General Counsel

TRS:cmo
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1996

Theodore R. Stotzer
Michael Swerdlow Companies, Inc.
200 S. Park Rd., Suite 200
Hollywood, FL 33021

SUBJECT: HOLLYWOOD, INC. (COPANS)
Ref. Number: F95000001800

We have received your document for HOLLYWOOD, INC. (COPANS) and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 096A00048568



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 29, 1996

Theodore R. Stotzer
Michael Swardlow Companies, Inc.
200 S. Park Rd., Suite 200
Hollywood, FL 33021

SUBJECT: HOLLYWOOD, INC. (COPANS)
Ref. Number: F95000001800

We have received your document for HOLLYWOOD, INC. (COPANS) and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 896A00049727



Direct (954) 967-2821

November 13, 1996

Mr. Steven Harris, Corporate Specialist
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

**RE: HOLLYWOOD, INC. (COPANS); REFERENCE NO. F93000001800 AND OLD
CYPRESS CREEK ASSOCIATES LIMITED PARTNERSHIP; REFERENCE NO.
B94000000468**

Dear Mr. Harris:

Pursuant to our recent telephone conversation and the enclosed letters from you and Tammi Cline, both dated October 29, 1996, I have now obtained and herewith enclosed the original Delaware certified copy of the Certificate of Amendment for Hollywood, Inc. (Copans). The original certified copy for Old Cypress Creek Associates Limited Partnership is again enclosed, together with the original plus one (1) copy of the Florida amendment application for each.

In our conversation you indicated you would now process both amendments upon receipt of the above. Please do so and return the Florida certificates evidencing filing of both amendments at your earliest possible convenience via Federal Express, chargeable to our Federal Express Account No. 0333-0095-6. Thank you.

Sincerely,

MICHAEL SWERDLOW COMPANIES, INC.

A handwritten signature in cursive script that reads "Adrienne V. Schmitz".

Adrienne V. Schmitz
Associate Counsel

AVS:cmo
Enclosures

STATE OF FLORIDA)
COUNTY OF BROWARD)

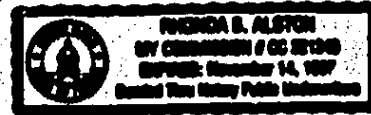
The foregoing instrument was acknowledged before me this 14th day of October, 1996, by MICHAEL SWERDLOW, President of Hollywood, Inc. (Copans), a Delaware corporation, on behalf of said corporation. He is personally known to me or has produced _____ as identification.

Phonda S. Alston
NOTARY PUBLIC

Name:

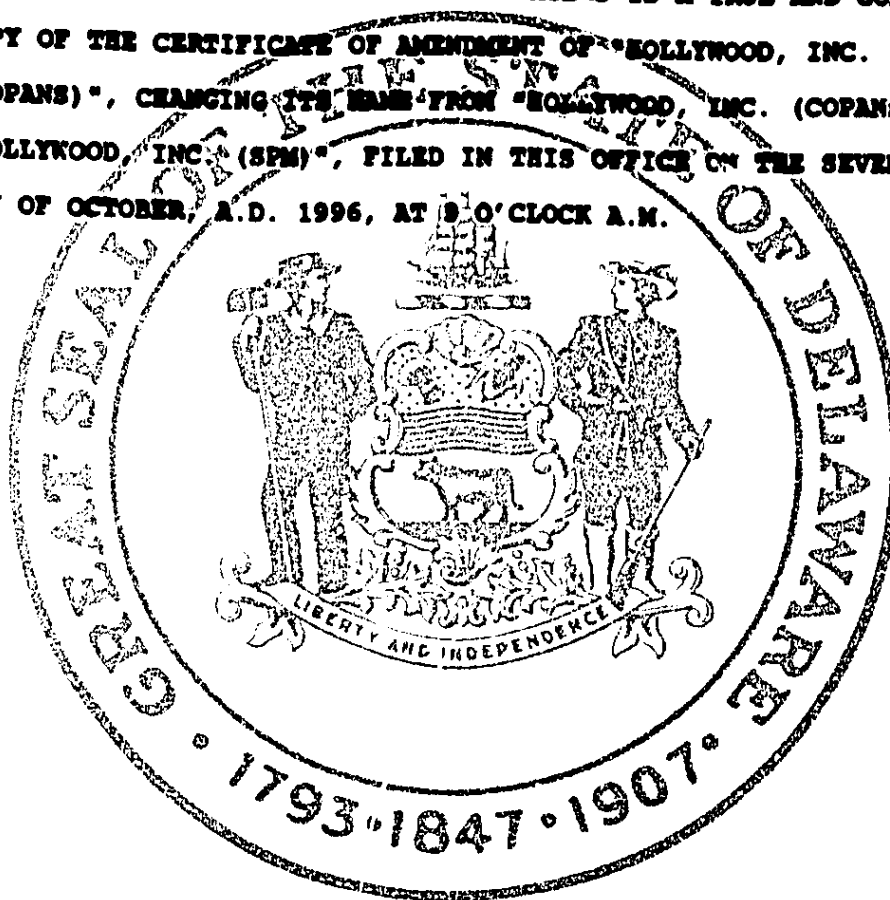
Title or Rank:

Serial Number:



State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HOLLYWOOD, INC. (COPANS)", CHANGING ITS NAME FROM "HOLLYWOOD, INC. (COPANS)" TO "HOLLYWOOD, INC. (SPM)", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2498277 8100

960322166

AUTHENTICATION: 8183408

DATE: 11-08-96

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/17/1996
960303670 - 2498277

TED:ms
October 11, 1996
staple to the certificate

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
HOLLYWOOD, INC. (COPANS)**

HOLLYWOOD, INC. (COPANS) (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST, that the Sole Stockholder and Sole Director of said Corporation, acting by written consent in lieu of a meeting, pursuant to the authority granted in §141 of the General Corporation Law of the State of Delaware, adopted the following resolutions:

RESOLVED, that the Board of Directors hereby declares it advisable and in the best interest of the Corporation to change the name of the Corporation and that **ARTICLE I** of the Certificate of Incorporation be amended to read as follows:

ARTICLE I: The name of the corporation is **HOLLYWOOD, INC. (SPM)**, (hereinafter called the "Corporation").

SECOND, that the said amendment has been consented to and authorized by the Sole member of the Board of Directors and the Sole holder of the issued and outstanding stock entitled to vote by written consent in accordance with the provisions of §228 of the General Corporation Law of the State of Delaware.

THIRD, that the aforesaid amendment was duly adopted in accordance with the applicable provisions of §242 and §228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by its President and attested by its Secretary, this 14th day of October, 1996.

HOLLYWOOD, INC. (COPANS), a
Delaware corporation

By: 

Michael Swerdlow, President