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October 10, 2000

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Columbia

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee FL 32314

Re: MKRK, Inc.

800003425958--2  
-10/16/00--01099--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed are the Articles of Incorporation together with a filing fee in the amount of \$78.75. Please file same and provide me with a certificate indicating the date of filing and the acceptance of these articles.

Sincerely,

James D. Gassenheimer

Enclosure  
JDG/jnm/99999/#73312

Julie GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Art 11  
DATE 10/17  
DOC. EXAM. LeB

EFFECTIVE DATE  
10/16/00

FILED  
00 OCT 16 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

No Copy

LeB  
10/17

ARTICLES OF INCORPORATION

OF

MKRK, INC.

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

ARTICLE I

Name

The name of the corporation is: MKRK, INC.

ARTICLE II

Existence

The corporation's existence shall commence on October 6, 2000 and shall continue indefinitely thereafter.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The corporation is authorized to issue One Thousand (1, 000) shares of common stock, with a par value of \$1.00 per share.

EFFECTIVE DATE  
10/16/00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT 16 PM 2:08

FILED

## **ARTICLE V**

### **Address**

The address of the principal office of the corporation, and its mailing address, is 12101 Rockgarden Lane, Miami, Florida 33156.

## **ARTICLE VI**

### **Registered office and Agent**

The street address of the corporation's initial registered office is 1001 Brickell Bay Drive, Suite 1200, Miami, Florida 33131. The name of the initial registered agent at such office is James D. Gassenheimer.

## **ARTICLE VII**

### **Indemnification**

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE VIII

### Incorporator

(a) The name and address of the incorporator of the corporation are: James D. Gassenheimer, 1001 Brickell Bay Drive, Suite 1200, Miami, Florida 33131.

(b) There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of October, 2000.

  
James D. Gassenheimer

### ACCEPTANCE OF APPOINTMENT

AS

### REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

  
James D. Gassenheimer