

Division of Corporations

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Florida Department of State  
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Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**MPTC NEWCO, INC.**

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**ARTICLES OF INCORPORATION  
OF  
MPTC NEWCO, INC.**

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**Article I**  
**Name**

The name of this corporation is MPTC NewCo, Inc. (the "Corporation").

**Article II**  
**Duration**

The Corporation shall have perpetual existence.

**Article III**  
**Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business.

**Article IV**  
**Address**

The principal place of business of the Corporation shall be:

615 South Ware Boulevard  
Tampa, Florida 33619

**Article V**  
**Capital Stock**

The Corporation is authorized to issue 1,000 shares of common stock at \$0.01 par value per share.

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Article VI  
Initial Registered Office And Agent

The street address of the initial registered office of the Corporation is 1201 Hayes Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the Corporation at that address is Corporation Service Company.

Article VII  
Initial Board of Directors

The Corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of the Corporation are:

Howard R. Deutsch  
615 South Ware Boulevard  
Tampa, Florida 33619-4443

Kevin F. Pawlowski  
615 South Ware Boulevard  
Tampa, Florida 33619-4443

Robert Fusco  
15 Crane Road  
Lloyd Harbor, New York 11743

Thomas C. Dircks  
535 Madison Avenue  
New York, New York 10022

Jay Gates  
535 Madison Avenue  
New York, New York 10022

Article VIII  
Incorporator

The name and address of the person signing these Articles of Incorporation is:

Emerson S. Moore II, Esq.  
c/o Proskauer Rose LLP  
1585 Broadway  
New York, New York 10036

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Article IX  
Powers

The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X  
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the Corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI  
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

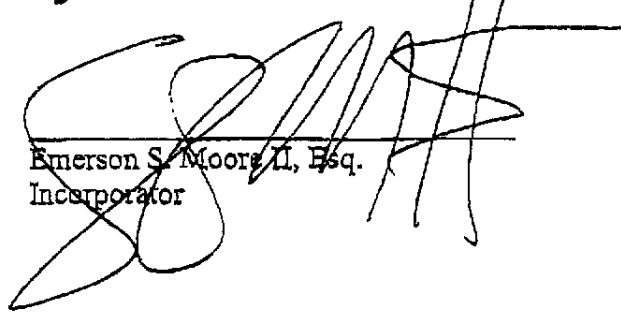
Article XII  
Beginning of Corporate Existence

The corporate existence of this Corporation shall begin effective upon filing.



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IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 6<sup>th</sup> day of October, 2003.



Emerson S. Moore II, Esq.  
Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: October 6, 2003

  
Corporation Service Company  
Registered Agent  
**Brian Courtney**  
Asst. V. Pres.

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