

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

**CSO networks**

MAIL TO:  
P.O. Box 5028  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 552958 2701C

AUTHORIZATION *Patricia Pignotti*

COST LIMIT : 9122.50

ORDER DATE : March 3, 1995

ORDER TIME : 10:43 AM

ORDER NO. : 552958

CUSTOMER NO: 2701C

800001420778

CUSTOMER: Debbie Reusch, Legal Assistant  
SKADDEN ARPS SLATE MEAGHER  
& FLOM  
One Rodney Square  
P. O. Box 636  
Wilmington, DE 19899

DOMESTIC FILING

*P95000017654*

NAME: BOCA MGP CORP.

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

FILED  
95 MAR-3 PM 1:41  
TALLAHASSEE, FL  
SEC. OF STATE

*T-1*  
3 3 75  
02 1A

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
BOCA MGP CORP.

FILED  
95 MAR -3 PM 1:44  
SECRET  
FALLEN

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is Boca MGP Corp.

SECOND: The address of the principal office, and the mailing address of the corporation is c/o Weissbarth, Altman & Michaelson, 156 W. 56th Street, 12th Floor, New York, New York 10019; Attention: Robert Michaelson.

THIRD: The number of shares the corporation is authorized to issue is two hundred (200) at no par value.

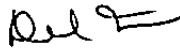
FOURTH: The street address of the initial registered office of the corporation is c/o Therrell Baisden & Meyer Weiss, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33319, and the name of its initial registered agent at such address is Ellen Rose, Esquire.

FIFTH: The name and address of the incorporator is:

Deborah M. Reusch

P.O. Box 636  
One Rodney Square  
Wilmington, DE 19899

The undersigned has executed these Articles of Incorporation this 28<sup>th</sup> day of February, 1995.

  
\_\_\_\_\_  
Deborah M. Reusch  
Sole Incorporator

Acceptance by the Registered Agent as required  
in Section 607.0501(3) F.S.: Ellen Rose, Esquire is  
familiar with and accepts the obligations provided for in  
Section 607.0505.

Dated: March 1, 1995

By Ellen Rose  
Name: Ellen Rose  
Title:

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95 MAR -3 PM 1:46  
SECTION 607.0501  
TALMADGE

P95000017654

Alan D. Axelrod, P.A.

REINHOLD ALFRED CONSTANT TRUDERMAN & HILZIN  
8800 FIRST UNION FINANCIAL CENTER • MIAMI, FLORIDA 33131-8330

900001461789  
-04/20/95--01108--002  
\*\*\*\*350.00 \*\*\*\*\*35.00

(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED  
95 APR 19 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P95000017654  
11-19-95  
RA CM  
CM

Examiner's Initials

Florida Department of State, Jim Smith, Secretary of State

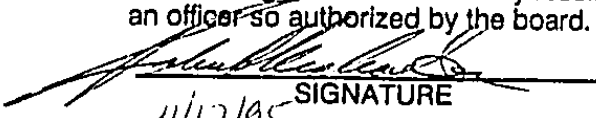
**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,  
Florida Statutes, the undersigned corporation organized under the laws of the State of  
Florida submits the following statement in order to change its registered office  
or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: Boca MGP Corp.
- 1b. Date of incorporation March 3, 1995 Document number P95000017654
2. The name and address of the current registered agent and office:  
Ellen Rose, Esquire, c/o Therrell Baisden & Moyer Weiss, 1111 Lincoln  
Road Mall, Suite 500, Miami Beach, FL 33319
3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)  
Alan D. Axelrod, P.A., 2500 First Union Financial Center,  
Miami, FL 33131

The street address of its registered agent and the street address of the business office  
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by  
an officer so authorized by the board.

  
4/12/95 SIGNATURE  
DATE

ROBERT E. MICHELSON PRESIDENT  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, 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 COM-  
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT  
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Alan D. Axelrod P.A.  
SIGNATURE BY:   
DATE 4/11/95 (Registered Agent) President

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314