

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

**CSC networks**

MAIL TO:  
P.O. Box 5020  
TALLAHASSEE, FL 32314

800-342-8086

**P95000017665**

552958-2 17665  
P. 17665

ACCOUNT NO. : 0721000000032

REFERENCE : 552958 *P. 17665*

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : March 3, 1995

ORDER TIME : 10:56 AM

ORDER NO. : 552958

2000001420762

CUSTOMER NO: 2701C

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

DOMESTIC FILING

**P95000017665**

NAME: WOODS MGP CORP.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

*3-3-95*  
*02/4*

FILED  
95 MAR-3 PM 1:41  
TALLAHASSEE, FL 32301  
CSC

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
WOODS MGP CORP.

FILED  
95 MAR -3 PM 1:41  
SEC. STATE

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is Woods 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 7, 1995

By Ellen Rose  
Name: ELLEN ROSE  
Title:

FILED  
95 MAR -3 PM 1:41  
SEC. 607.0505  
TALLAHASSEE

P95000'0 17665

Alan D. Axelrod, P.A.

RUBIN BAUM ELVIN CONSTANT FRIEDMAN & BILZIN  
2800 FIRST UNION FINANCIAL CENTER • MIAMI, FLORIDA 33131-2336

900001461729  
-04/20/95--01108--002  
\*\*\*\*350.00 \*\*\*\*\*35.00

OFFICE USE ONLY

(City, State, Zip)

(Phone #)

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

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

FILED  
95 APR 19 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

4-19-95  
RAN  
P95000'0 17665  
W

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: Woodn MGP Corp.

1b. Date of incorporation March 3, 1995 Document number P95000017665

2. The name and address of the current registered agent and office:

Ellen Rosa, Esquire, c/o Thorroll Baisden & Meyer 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

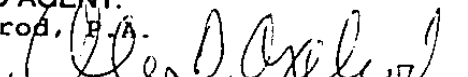
The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

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 T. RICHARDSON 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 COMPLETE 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 4/14/97 (Registered Agent) President

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