

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

800-342-8086

P95000017672

CSC networks

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32311

ACCOUNT NO. : 072100000032

REFERENCE : 552950 2701C

AUTHORIZATION : *Patricia Poynter*

COST LIMIT : \$ 122.50

ORDER DATE : March 3, 1995

ORDER TIME : 10:55 AM

ORDER NO. : 552950

CUSTOMER NO: 2701C

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

400001420764

DOMESTIC FILING

P95000017672

NAME: SHENANDOAH 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:

FILED
95 MAR -3 PM 1:35
TALLAHASSEE, FL

*3-3-95
0214*

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
SHENANDOAH MGP CORP.

FILED
95 MAR -3 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is Shenandoah 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 28th 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:

FILED
95 MAR -3 PM 1:36
STATE OF FLORIDA
TALLAHASSEE

P95000017672

Alan D. Axelrod, P.A.

500001461725
-04/20/95--01108--002
****350.00 *****35.00

RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
800 FIRST UNION FINANCIAL CENTER • MIAMI, FLORIDA 33131-7335

OFFICE USE ONLY

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

- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

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

FILED
95 APR 19 PM 3:03
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

R.A. Ch. 95
4-19-95
P95000017672
CY

Examiner's Initials

RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

2500 FIRST UNION FINANCIAL CENTER • MIAMI, FLORIDA 33131-2335

TELEPHONE: (305) 374-7580

FAX (305) 374-7503 • BHOWARD (305) 464-8808

RUBIN BAUM LEVIN CONSTANT & FRIEDMAN

30 ROCKEFELLER PLAZA, NEW YORK, NEW YORK 10012

TELEPHONE (212) 855-7700 • FAX (212) 855-7825

80 WOODBRIDGE CENTER DRIVE, SUITE 180, WOODBRIDGE, NEW JERSEY 07095

TELEPHONE (908) 855-2220 • FAX (908) 855-2221

April 19, 1995

FLORIDA

BRIAN L. BILZIN, P.A.
JOHN C. BUMBERG, P.A.
RICHARD D. MONDRE, P.A.
LARRY A. STUMPF, P.A.
ALAN D. AXELROD, P.A.
MARTIN A. SCHWARTZ, P.A.
DAVID W. TRENCH, P.A.
NORMAN A. MORCOWITZ, P.A.
RICHARD M. GOLDSTEIN, P.A.
MARC J. STONE, P.A.

*ALSO A MEMBER OF NEW YORK BAR
*ALSO A MEMBER OF DC BAR

NEW YORK

RONALD URFFENBERG
MICHAEL J. WEINBERGER
GERALD HARRIS
STEPHEN A. MARSHALL
EDWARD KLIMENMAN
JEFFREY R. MANN
ALLAN H. ROSENBLUM
THOMAS G. BARNETT
BARRY A. ADELMAN
IRWIN M. ROSENTHAL
DAVID A. MANDEL, P.C.
ALVIN J. GOLDMAN
MARTIN J. SCHWARTZ
MICHAEL J. SHONT
MARTIN R. MICHAEL
PAUL A. GAJER
RMIT GEIGER
STEWART H. WAHNSBAGER
DENISE M. TORNEY
ARLENE G. DUBIN
RICHARD L. BADOWERY
ROBERT R. ZIMMERMAN
PAUL H. ALICE
GREGG S. LERNER
JONATHAN D. DRUCKER
MARINA RABINOVICH

MAY J. RUBIN
ABRAHAM G. LEVIN, P.C.
JACK O. FRIEDMAN, P.C.
IRVING CONSTANT, P.C.
MARTIN A. COLEMAN, P.C.
BURTON R. RUBIN, P.C.
BURTON J. AHRENS
WALTER M. EPSTEIN
OF COUNSEL

FREDERICK BAUM (1908-1988)

*ALSO A MEMBER OF FLORIDA BAR

VIA FEDERAL EXPRESS

Secretary of State
Corporate Filings
409 East Gaines Street
Tallahassee, Florida 32301

Re: Change of Registered Agent
(Our File No. 05446-07310)

To Whom it May Concern:

Enclosed herewith is a fully executed original and one copy of a Statement of Change of Registered Office or Registered Agent, or Both for Corporations for each of the following corporations: Shenandoah MGP Corp., Wellington MGP Corp., Woods MGP Corp., Plantation MGP Corp., PGA MGP Corp., Marco MGP Corp., Coral MGP Corp., Boca MGP Corp., Regency MGP Corp. and Royal MGP Corp.

In addition, enclosed herewith is a check payable to the Secretary of State of Florida in the amount of \$350.00 to cover the filing fee of \$35.00 for each of the ten statements.

Please file of record as soon as possible the ten original statements and return to the undersigned a file-stamped copy of each such statement in the enclosed, self-addressed and stamped envelope. A copy of each such statement is enclosed herewith for the foregoing purpose.

If you have any questions, please do not return the enclosed statement, but call the undersigned collect at (305) 374-7580.

Very truly yours,

Alan D. Axelrod
Alan D. Axelrod

ADA/oa
Enclosures
cc: Robert E. Rosenberg, Esq.

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: Shenandoah NGP Corp.

1. Date of Incorporation March 3, 1995 Document number P95000017672

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

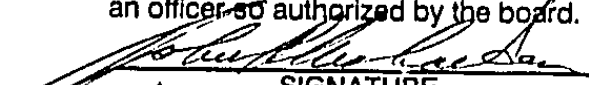
Ellen Rose, Esquire, c/o Thorroll Baisden & Mayer Weiss, 1111 Lincoln Road Mall, Suite 500, Miami Beach, FL 33319

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.

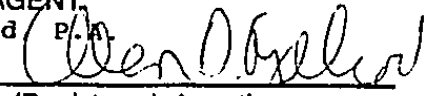
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


SIGNATURE
April 12, 1995
DATE

Robert T. Michaelson President
Typed or printed name and title

FILED
55 APR 11 PM 3:03
TALLAHASSEE, FLORIDA

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 4/14/95 (Registered Agent), President

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