

CORPORATION INFORMATION
SERVICES, Inc
1201 DAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0193 FAX

800-342-0086

P95000017677

csc networks

REGISTRY INFORMATION

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

ACCOUNT NO. : 072100000032

REFERENCE : 552958 2701C

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : 9 122.50

ORDER DATE : March 3, 1995

ORDER TIME : 10:53 AM

ORDER NO. : 552958

CUSTOMER NO: 2701C

700001420767

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

P950000 DOMESTIC FILING
17677

NAME: REGENCY 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 11:38
TALLAHASSEE

DM
3-3-95
CMA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
REGENCY MGP CORP.

FILED
95 MAR -3 PM 1:30
SEC
TALLAHASSEE FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is Regency 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

FILED
95 MAR -3 PM 1:38
SECRET
TALLAHASSEE
FLORIDA

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:

P95000017677

Alan D. Axelrod, P.A.

100001461741
 -04/20/95--01108--002
 ****350.00 ****35.00

RUBIN BAUMHAHN CONSTANT FRIEDMAN & BILZIN
 4800 FIRST UNION FINANCIAL CENTER • MIAMI, FLORIDA 33131 8338

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 #)

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

FILED
 95 APR 19 AM 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

Handwritten:
 P95000017677
 4-19-95
 RA 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: Regency MGP Corp.

1b. Date of Incorporation March 3, 1995 Document number P95000017677

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

Ellen Rose, Esquire, c/o Tharrell 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.

[Signature]
SIGNATURE
April 12, 1995
DATE

Robert T. Michelson, President
Typed or printed name and title

95 APR 13 PM 3:41
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: [Signature]
(Registered Agent) President
DATE 4/14/95

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