

P9500067543



PRESTIGE PLUS  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 671406 82203A

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : 9 122.50

ORDER DATE : August 29, 1995

ORDER TIME : 1:14 PM

ORDER NO. : 671406

CUSTOMER NO: 82203A

CUSTOMER: Marsha G. Madorsky, Esq  
MARSHA G. MADORSKY, ESQ

Suite 603  
2665 S. Bayshore Drive  
Miami, FL 33133

DOMESTIC FILING

NAME: TRI-M ENTERPRISES, INC.

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: Jennifer Moran

EXAMINER'S INITIALS:

W95-17549

~~W95-17549~~

2250, 502, 671

*SKB*  
*8/31/95*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 31, 1995

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301

SUBJECT: TRI-M ENTERPRISES, INC.  
Ref. Number: W95000017549

We have received your document for TRI-M ENTERPRISES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Sheldon Bream  
Document Specialist

Letter Number: 295A00040532

FILED

65 10 31 PM 2 22

ARTICLES OF INCORPORATION  
OF  
TRI-M DEVELOPMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TRI-M DEVELOPMENT, INC.

The address of the principal office of this corporation shall be C/O Marsha G. Madorsky, Esq., 2665 South Bayshore Drive, Suite 603, Miami, Florida 33133, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

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

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Marsha G. Madorsky  
Pres./Treas.

C/O Marsha G. Madorsky, Esq.  
2665 South Bayshore Drive  
Suite 603  
Miami, Florida 33133

Martin Kandel  
V. Pres./Sec.

Same

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 30, 1995.

CORPORATION SERVICE COMPANY

By: Gail Shelby  
its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby  
Its Agent, Gail Shelby

CLD/jlm

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9071  
004-222-9071 FAX

800-342-8086



P95000067543

ACCOUNT NO. : 072100000032

REFERENCE : 671406 82203A

AUTHORIZATION *Patricia Pigitt*

COST LIMIT : 9 87.50

ORDER DATE : August 29, 1995

ORDER TIME : 3:03 PM

ORDER NO. : 671406

CUSTOMER NO: 82203A

000001575820

CUSTOMER: Marsha G. Madorsky, Esq  
Marsha G. Madorsky, Esq  
Suite 603  
2665 S. Bayshore Drive  
Miami, FL 33133

DOMESTIC AMENDMENT FILING

NAME: TRI-M DEVELOPMENT, INC.

95 SEP - 1 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

9/1  
*Jay*  
*Chavez*  
C.C.

55 SEP - 1 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of  
TRI-M DEVELOPMENT, INC. shall be amended to read as  
follows:

ARTICLE I. NAME

The name of the corporation shall be:

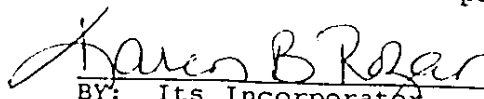
MK RESORT DEVELOPMENT, INC.

All other paragraphs and articles of the Articles of  
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator  
without shareholder action because shareholder action was not  
required.

The foregoing amendment was adopted on the 31st day  
of August, 1995.

Corporation Service Company

  
BY: Its Incorporator,  
Its Agent, Karen B. Rozar



P95000067543

MARSHA G. MADORSKY  
ATTORNEYS AT LAW

October 6, 1995

PERSONAL AND CONFIDENTIAL

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314  
ATT: LOUISE JACKSON

000001607538  
-10/11/95--01126--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: MK RESORT DEVELOPMENT, INC.

Dear Ms. Jackson:

Enclosed please find the Statement of Change of Registered Office and Registered Agent, which was inadvertently omitted from the envelope forwarded to you on September 28, 1995. Thank you for your courtesy and assistance.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

  
Marsha G. Madorsky

Enclosure  
MGM/nb

FILED  
1995 OCT -9 PM 3:22  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

x Change  
KFB 10-10-95

MARSHA G. MADORSKY  
ATTORNEY AT LAW

FILED  
1995 OCT -9 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 26, 1995

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

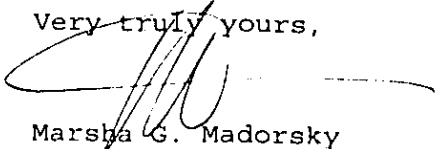
Re: MK RESORT DEVELOPMENT, INC.

Dear Sir/Madam:

Enclosed please find a Statement of Change of Registered Office and Registered Agent, together with our check payable to the Department of State, Division of Corporations in the amount of \$35.00 to cover the filing fee.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

  
Marsha G. Madorsky

Enclosure  
MGM/nb

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 \_\_\_\_\_ 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: MK DEVELOPMENT, INC.

1b. Date of incorporation August 31, 1995 Document number P95000067543

AMENDMENT FILED: September 1, 1995

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

Corporation Service Company

1201 Hays Street, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

MARSHA G. MADORSKY, ESQ.

2665 S. Bayshore Drive, Suite 603, Miami, FL 33133

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.

*Marsha G. Madorsky*  
SIGNATURE  
SEPTEMBER 22, 1995

DATE

President — MARSHA G. MADORSKY  
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.

SIGNATURE *[Signature]*

(Registered Agent)

DATE \_\_\_\_\_

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

P95000067543

MARSHA G. MADORSKY

ATTORNEYS AT LAW

July 15, 1996

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

900001896719  
-07/17/96--01059--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: MK Resort Development, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Dissolution by Directors for the above. In addition, I have enclosed my check in the amount of \$35.00 to cover the filing fee for same.

Please file the Dissolution and return a stamped filed copy of same to the undersigned. I have enclosed a self addressed stamped envelope for your convenience.

Very truly yours,

Marsha G. Madorsky

Enclosure  
MGM/nb

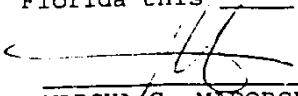
SH 2/3  
Dios  
FILED  
95 JUL 17 AM 8:41  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION BY DIRECTORS

Pursuant to the provisions of §607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving:

1. The name of the corporation is MK RESORT DEVELOPMENT, INC. The date of the filing of its Articles of Incorporation was August 31, 1995. All of the shares of the corporation were issued.
2. The dissolution of the corporation was authorized by all Shareholders of the corporation at a meeting of the corporation held on April 19, 1996. The dissolution was unanimously approved by the shareholders.
3. The voting was not required to be by voting groups.
4. No voting by class is required and the foregoing vote is sufficient for approval of dissolution.
5. No debts of the corporation remain unpaid.
6. MK RESORT DEVELOPMENT, INC. is dissolved upon the effective date of these articles of dissolution.

Dated in Miami, Dade County, Florida this \_\_\_\_\_ day of April, 1996.

  
MARSHA G. MADORSKY,  
President/Treasurer

FILED  
95 JUL 17 AM 8:41  
ALLIANCE, FLORIDA