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96 MAR 29 AM 10:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032

REFERENCE : 901040 4321942

AUTHORIZATION :

COST LIMIT : 4.00

ORDER DATE : March 29, 1996

ORDER TIME : 11:19 AM

ORDER NO. : 901040

CUSTOMER NO: 4321942

CUSTOMER: Peggy Marinelli, Legal Asst  
COHEN BERKE BERNSTEIN BRODIE  
KONDELL & LASZLO, P.A.  
19th Floor  
2601 South Bayshore Drive  
Miami, FL 33133

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-03/29/96--01035--016  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: MSG HOLDINGS CORP.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

RECEIVED  
96 MAR 29 PM 1:21  
DIVISION OF CORPORATION

4-2-96

**ARTICLES OF INCORPORATION  
OF  
MSG HOLDINGS CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **MSG HOLDINGS CORP.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation is: **MSG HOLDINGS CORP.**

**ARTICLE II**

**COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on March 28, 1996.

**ARTICLE III**

**DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV**

**PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

**ARTICLE V**

**PRINCIPAL OFFICE**

The principal office of the Corporation shall be:

5965 SW 100th Street  
Miami, Florida 33156

**ARTICLE VI**

**AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

**ARTICLE VII**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and address of the director is:

<u>Name</u>	<u>Address</u>
Miguel A. Maspons	5965 SW 100th Street Miami, Fl. 33156

**ARTICLE IX**

**INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Miguel A. Maspons	5965 SW 100th Street Miami, Fl. 33156

. . .

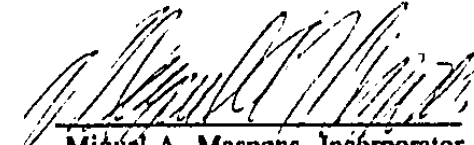
**ARTICLE X**

**INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

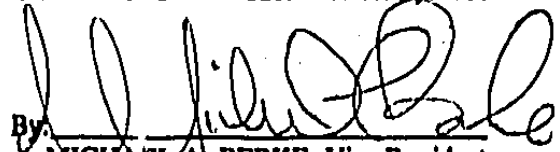
**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 28th day of March, 1996.

  
\_\_\_\_\_  
Miguel A. Maspons, Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for MSG HOLDINGS CORP. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

**COBER CORPORATE AGENTS, INC.**

By:   
MICHAEL A. BERKE, Vice President

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