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THE UNITED STATES  
CORPORATION  
COMPANY

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97 APR 17 AM 10:45

ACCOUNT NO. 072100000032  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

REFERENCE : 334256 4303929

AUTHORIZATION :

*Patricia Pyatt*

COST LIMIT : \$ 122.50

ORDER DATE : April 17, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 334256-005

600002146146--6

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: HMG HOLDING CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 APR 17 AM 10:57  
TALLAHASSEE, FL

SN APR 17 1997

**ARTICLES OF INCORPORATION  
OF  
HMG HOLDING CORPORATION**

**FILED**  
97 APR 17 AM 10:56  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is HMG HOLDING CORPORATION (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 15713 Fisher Island Drive, Unit 15713, Fisher Island, Florida 33109-1106.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three, and the

names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Martin Rozenblum  
15713 Fisher Island Drive  
Unit 15713  
Fisher Island, Florida 33109-1106

Guillermo Rozenblum  
15713 Fisher Island Drive  
Unit 15713  
Fisher Island, Florida 33109-1106


#### **ARTICLE VII**

The name of the Incorporator is Steven E. Goldman and the address of the Incorporator is 1221 Brickell Avenue, Suite 2400, Miami, Florida 33133.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16<sup>th</sup> day of April, 1997.

  
\_\_\_\_\_  
Steven E. Goldman, Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of HMG HOLDING CORPORATION accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

  
\_\_\_\_\_  
As Agent for Registered Agent

Dated: April 16, 1997

**Karen B. Rozar, As Its Agent**