

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MCS INVESTMENTS GENERAL PARTNER, INC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**RESTATED ARTICLES OF INCORPORATION  
OF  
MCS INVESTMENTS GENERAL PARTNER, INC.**

MCS Investments General Partner, Inc., originally incorporated on December 18, 1997, desires to amend and restate its Articles of Incorporation by virtue of the Florida Business Corporation Act of ("Act") and does hereby certify:

**FIRST:** That by unanimous written consent of the Board of Directors of MCS Investments General Partner, Inc. (the "*Corporation*") resolutions were duly adopted setting forth a proposed amendment and restatement of the Certificate of Incorporation, declaring said amendment and restatement to be advisable and proposing such amendment and restatement to the sole stockholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment and restatement is as follows:

**RESOLVED**, that the Directors propose to the sole stockholder of the Corporation that the *Certificate of Incorporation* be amended and restated in its entirety as set forth on the attached Exhibit A ("*Proposed Amendment*") with such changes, deletions, additions or modifications thereto as may be deemed necessary, appropriate and advisable by any one of the Chairman of the Board, Chief Executive Officer, President, any Vice President, the Secretary or any Assistant Secretary, Chief Financial Officer, the Treasurer or any Assistant Treasurer of the Corporation (the "*Authorized Officers*").

**SECOND:** That thereafter, pursuant to the Proposed Amendment of the Board of Directors, the sole stockholder approved the amendment and restatement by unanimous written consent in accordance with Section 607.0704 of the Act and pursuant to such resolution the Proposed Amendment was approved by the sole stockholder which holds all of the issued and outstanding stock of the Corporation.

**THIRD:** That Proposed Amendment was duly adopted by the Board of Directors in accordance with the provisions of Section 607.0821 of the Act.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Corporation has caused this Restated Articles of Incorporation to be signed this 31st day of May, 2012.

MCS INVESTMENTS GENERAL PARTNER, INC.,  
a Florida corporation

By:   
James M. Barkley, Secretary

**EXHIBIT A**

**RESTATED ARTICLES OF INCORPORATION  
OF  
MCS INVESTMENTS GENERAL PARTNER, INC.**

(Pursuant to Sections 607.1006 and 607.1007)

**ARTICLE I  
NAME**

The name of the corporation is MCS Investments General Partner, Inc. (the "*Corporation*").

**ARTICLE II  
ADDRESS OF REGISTERED OFFICE  
NAME OF REGISTERED AGENT**

The address of its registered office in the State of Florida is 1200 South Pine Island, Plantation, Florida 33324. The name of its registered agent at such address is CT Corporation System.

**ARTICLE III  
PURPOSE**

The purpose for which this Corporation is to solely engage in all such other activities and to exercise all such others powers permitted to corporations under the laws of the State of Florida that are incidental to or connected with the foregoing.

**ARTICLE IV  
CAPITAL STOCK**

The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000), all of which shall be shares of common stock having par value of \$1.00 per share.

**ARTICLE V  
BOARD OF DIRECTORS**

**SECTION 5.1. POWER OF THE BOARD OF DIRECTORS.** The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. In furtherance, and not in limitation, of the powers conferred by the Florida Business Corporation Act of the State of Florida ("*Act*"), the Board of Directors is expressly authorized to:

(a) adopt, amend, alter, change or repeal the Bylaws of the Corporation; PROVIDED, HOWEVER, that no Bylaws hereafter adopted shall invalidate any prior act of the directors that was valid at the time such action was taken; and

(b) exercise all such powers and do all such acts as may be exercised or done by the Corporation, subject to the provisions of the Act, this Restated Certificate and the Bylaws of the Corporation.

SECTION 5.2. NUMBER OF DIRECTORS. The number of the directors which shall constitute the whole Board of Directors shall be determined by resolution of the Board of Directors, but in no event shall be less than one (1). The number of directors may be decreased from time to time by a majority of the directors then in office, but only to eliminate vacancies existing by reason of death, resignation, removal or expiration of the term of one or more directors. Directors need not be stockholders of the corporation.

SECTION 5.3. VACANCIES. Any vacancies in the Board of Directors for any reason and any newly created directorships resulting by reason of any increase in the number of directors may be filled only by the Board of Directors, acting by a majority of the remaining directors then in office, although less than a quorum, or by a sole remaining director, and any directors so appointed shall hold office until the next election of the Board of Directors and until their successors are elected and qualified.

SECTION 5.4. REMOVAL OF DIRECTORS. With respect to any directors elected by the holders of such class, any director, or the entire Board of Directors, may be removed from office at any time for cause by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class.

**SECTION 5.5. ACTION WITHOUT MEETING.** Any action required or permitted to be taken at any meeting of the Board of Directors, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by all members of the Board, and the writing or writings are filed with the minutes of proceedings of the Board.

## **ARTICLE VI STOCKHOLDER ACTIONS AND MEETINGS OF STOCKHOLDERS**

Any action required or permitted to be taken at any annual or special meeting of stockholders of the Corporation may be effected at a duly called annual or special meeting of such holders, or subject to the Bylaws of the Corporation, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on such action were present and voted. Special meetings of stockholders of the Corporation may be called only by the Board of Directors pursuant to a resolution adopted by a majority of the members of the Board of Directors then in office. Elections of directors need not be by written ballot, unless otherwise provided in the Bylaws of the Corporation.

## **ARTICLE VII INDEMNIFICATION**

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact:

- (a) that he or she is or was a director or officer of the Corporation; or
- (b) that he or she, being at the time a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (collectively, "another enterprise" or "other enterprise"); whether either in case (a) or in case (b) the basis of such proceeding is alleged action or inaction (x) in an official capacity as a director or officer of the Corporation, or as a director, trustee, officer, employee or agent of such other enterprise, or (y) in any other capacity related to the Corporation or such other enterprise while so serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent not prohibited by Section 607.0850 of the Act (or any successor provision or provisions) as the same exists or may hereafter be amended (but, in the case of any such amendment, with respect to actions taken prior to such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith if such person satisfied the applicable level of care to permit such indemnification under the Act. The persons indemnified by this Article VII are

hereinafter referred to as "indemnitees." Such indemnification as to such alleged action or inaction shall continue as to an indemnitee who has after such alleged action or inaction ceased to be a director or officer of the Corporation, or director, officer, employee or agent of such other enterprise; and shall inure to the benefit of the indemnitee's heirs, executors and administrators. The right to indemnification conferred in this Article VII: (i) shall be a contract right; (ii) shall not be affected adversely as to any indemnitee by any amendment of this Restated Certificate with respect to any action or inaction occurring prior to such amendment; and (iii) shall, subject to any requirements imposed by law and the Bylaws, include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition.

#### **ARTICLE VIII LIMITATION ON LIABILITY OF DIRECTORS**

A director of the Corporation shall, to the maximum extent now or hereafter permitted by Section 607.08101 of the Act (or any successor provision or provisions), have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

#### **ARTICLE IX AMENDMENT OF BYLAWS**

The Board of Directors shall have power to adopt, amend, alter, change and repeal any Bylaws of the Corporation by the vote of the majority of the Board of Directors then in office. The stockholders also shall have the power to adopt, amend, alter, change, and repeal any Bylaws of the Corporation, subject to the provisions of the Act.

#### **ARTICLE X AMENDMENT OF CERTIFICATE OF INCORPORATION**

The Corporation hereby reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate. Except as may be provided in a resolution or resolutions providing for any class of Preferred Stock pursuant to Article IV hereof and which relate to such class of Preferred Stock and except as provided in Article IV hereof, any such amendment, alteration, change or repeal shall require the affirmative vote of both (a) a majority of the members of the Board of Directors then in office, and (b) a majority of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class.

Notwithstanding anything contained in this Restated Certificate to the contrary, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of all of the shares of capital stock of the Corporation then entitled to vote, voting together as a single class, shall be, required to amend, repeal or adopt any provision inconsistent with Articles IV-X herein.

This Restated Certificate was duly adopted in accordance with Section 245 of the Act.

#### **ARTICLE XI**

**EFFECTIVE DATE OF RESTATED CERTIFICATE**

This Restated Certificate shall be adopted effective as of the date and time filed with the Secretary of State of the State of Florida.