



P98000092160

ACCOUNT NO. : 072100000032

REFERENCE : 013674 4803460

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : October 29, 1998

ORDER TIME : 10:45 AM

ORDER NO. : 013674-005

CUSTOMER NO: 4803460

CUSTOMER: Evelyn Verdon, Legal Asst
LOWENSTEIN SANDLER PC
LOWENSTEIN SANDLER PC
65 Livingston Avenue

900002675629--7

Roseland, NJ 07068-1791

DOMESTIC FILING

NAME: MII ACQUISITION CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
DELETE CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

g 10/29/98

RECEIVED
98 OCT 29 AM 11:32
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 29 PM 2:03

**CERTIFICATE OF INCORPORATION
OF
MII ACQUISITION CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 29 PM 2:03

THE UNDERSIGNED, for the purposes of incorporating and organizing a corporation under the Florida Business Corporation Act, executes this Certificate of Incorporation and certifies as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is MII Acquisition Corporation.

SECOND: The initial principal place of business and mailing address of the Corporation shall be 9280 Bay Plaza Boulevard, Suite 726, Tampa, Florida 33619-4453.

THIRD: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000), all of which are without par value. All such shares are of one class and are shares of Common Stock.

FOURTH: The address of the registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301; and the name of the registered agent of the Corporation at such address is the Corporation Service Company. By signing below, the foregoing named registered agent hereby certifies that: 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Karen B. Rozar, Asst. Sec.
Corporation Service Company

Date: October 27, 1998

FIFTH: The name and the mailing address of the incorporator of the Corporation are as follows:

NAME
Peter H. Ehrenberg, Esq.

MAILING ADDRESS
c/o LOWENSTEIN SANDLER PC
65 Livingston Avenue
Roseland, NJ 07068

SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

SEVENTH: A director or an officer of the corporation shall not be personally liable to the Corporation or its shareholders for breach of any duty owed to the Corporation or its shareholders except to the extent that an exemption from personal liability is not permitted by the Florida Business Corporation Act.

The undersigned incorporator acknowledges that the foregoing Certificate of Incorporation is his act and deed on October 27, 1998.



Peter H. Ehrenberg, Esq., Incorporator

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