

P98000098232



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100.000032

REFERENCE : 040989 4303929

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pujos

ORDER DATE : November 23, 1998

ORDER TIME : 10:50 AM

ORDER NO. : 040989-005

CUSTOMER NO: 4303929

300002693603--6

CUSTOMER: Ms. Yolanda Rodriguez
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: MGP ACQUISITION CORP.

EFFECTIVE DATE:

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: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 PM 1:00

RECEIVED
98 NOV 23 AM 11:25
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
MGP ACQUISITION CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 PM 1:00

ARTICLE I

The name of the corporation is MGP ACQUISITION CORP. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1920 E. Hallandale Beach Blvd., Suite 700, Hallandale, Florida 33009.

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 fifty percent (50%) of the shares 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 one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Samuel I. Burstyn
1920 E. Hallandale Beach Blvd.
Suite 700
Hallandale, Florida 33009

ARTICLE VII

The name of the Incorporator is Joseph M. Hernandez and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

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 20th day of November, 1998.



Joseph M. Hernandez, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MGP ACQUISITION CORP. 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: November 23, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 PM 1:00