

P99000020930



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 155420 81686A

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 78.75 - FILE FIRST

ORDER DATE : March 3, 1999

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ORDER NO. : 155420-005

CUSTOMER NO: 81686A

CUSTOMER: Edgar Lewis, Esq
KEITH MACK, LLP
KEITH MACK, LLP
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

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DOMESTIC FILING

NAME: MAJESTIC ORGANIZATION
OPERATING CO., INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

703
W99-5320

DIVISION OF CORPORATION

99 MAR -3 PM 2:19

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3/3/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
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DIVISION OF CORPORATIONS

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March 4, 1999

RESUBMIT

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CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MAJESTIC ORGANIZATION OPERATING CO., INC.
Ref. Number: W99000005320

We have received your document for MAJESTIC ORGANIZATION OPERATING CO., INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Article VII states there will be THREE director(s), whereas TWO is/are listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 899A00010049

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
MAJESTIC ORGANIZATION OPERATING CO., INC.**

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DIVISION OF CORPORATIONS
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Each undersigned incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is: **MAJESTIC ORGANIZATION OPERATING CO., INC.**

ARTICLE II

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 100 shares of \$1.00 Dollar par value common stock.

ARTICLE III

- A. This Corporation is to exist perpetually.
- B. The corporate existence of this Corporation shall commence on the date of filing these Articles of Incorporation.

ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

Key Corporate Services, Inc.

Address of Registered Office

200 S. Biscayne Blvd., 20th Floor
Miami, Florida 33131

ARTICLE V

The name and post office address of the incorporators to these Articles of Incorporation shall be:

NameAddress

Joseph Grunfeld

1020 Washington Avenue
Miami Beach, Florida 33139

Gladys Young

1020 Washington Avenue
Miami Beach, Florida 33139**ARTICLE VI**

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth herein and in the By-Laws.

ARTICLE VII

The Corporation shall have two (2) directors initially. Each shareholder shall have the right to elect one (1) director. During such period of time that Majestic Organization, LLC, is indebted to Greenstreet Financial, L.P., Greenstreet Financial, L.P. shall have the right to require that the Corporation have an additional independent director. The person nominated to be the independent director shall be subject to the approval of Greenstreet Financial, L.P. After said indebtedness is paid in full, the Corporation, at the discretion of its shareholders, may have two (2) directors.

The known initial directors of the Corporation shall be:

DirectorMailing Address

Joseph Grunfeld

1020 Washington Avenue
Miami Beach, Florida 33139

Gladys Young

1020 Washington Avenue
Miami Beach, Florida 33139**ARTICLE VIII**

The principal office and the mailing address of the Corporation shall be as follows:

Principal Office:
1020 Washington Avenue
Miami Beach, Florida 33139

Mailing Address:
1020 Washington Avenue
Miami Beach, Florida 33139

ARTICLE IX

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE X

A. The Corporation's business activity shall be strictly limited to its acting as the managing entity ("Managing Entity") of Majestic Organization, LLC (the "Company"), and for no other purpose whatsoever. In that regard, it shall have the right to perform those duties set forth in the Operating Agreement of Majestic Organization, LLC.

B. The following corporate actions shall require the unanimous consent of the Board of Directors:

(1) the filing, or consent to the filing of, a bankruptcy or insolvency petition or otherwise instituting insolvency proceedings on behalf of itself or the Company;

(2) to vote to dissolve, liquidate, consolidate, merge or sell all, or substantially all, of the assets of the Company;

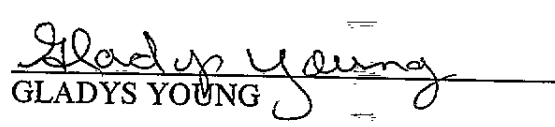
(3) to engage in any other business activity;

(4) to act in any way as the Managing Entity in amending the Company's organizational documents; and

(5) the decision not to defend any action brought against the Company, the settlement of any claim or the consent to any judgment which may affect the Company or the property owned by the Company.

IN WITNESS WHEREOF, the incorporators have hereunto executed these Articles of
Incorporation this 22nd day of February, 1999, at Miami, Florida.


JOSEPH GRUNFELD


GLADYS YOUNG

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF ITS DUTIES.

Key Corporate Services, Inc.

By: 

Edgar Lewis, President

Date: 2-22-99

02/22/99\I:\MAJESTIC\ARTICLES.IN2

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