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THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 402561 4300043

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : October 7, 1999

ORDER TIME : 11:17 AM

ORDER NO. : 402561-005

CUSTOMER NO: 4300043

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CUSTOMER: Vito Piacente, Legal Asst
PROSKAUER ROSE LLP
PROSKAUER ROSE LLP
1585 Broadway

New York, NY 10036-8299

DOMESTIC FILING

NAME: MPTC INC.

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: Jamela Abaied

EXAMINER'S INITIALS: PH 10/7/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MPTC INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of this corporation is **MPTC Inc.** (the "Corporation").

Article II

Duration

The Corporation shall have perpetual existence.

Article III

Purpose

The Corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of the Corporation shall be:

MPTC Inc.
615 South Ware Boulevard
Tampa, FL 33619

Article V

Capital Stock

The Corporation is authorized to issue 1,000 shares of common stock at \$0.01 par value per share.

Article VI

Initial Registered Office And Agent

The street address of the initial registered office of the Corporation is 1201 Hayes Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the Corporation at that address is Corporation Service Company.

Article VII

Initial Board of Directors

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of the Corporation is:

Jay Gates
c/o Charterhouse Group International, Inc.
535 Madison Avenue
New York, NY 10022

Article VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is:

Stephen W. Rubin, Esq.
c/o Proskauer Rose LLP
1585 Broadway, Suite 22-36
New York, NY 10036

Article IX

Powers

The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the Corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Bylaws

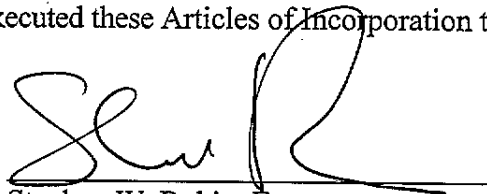
The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

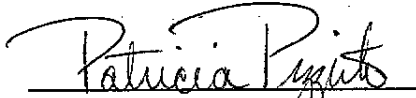
The corporate existence of this Corporation shall begin effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of October, 1999.

A handwritten signature in black ink, appearing to read "Stephen W. Rubin", is written over a horizontal line.

Stephen W. Rubin, Esq.
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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
Registered Agent
Dated: 10-7-1999

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