

P95000002382

Document Number Only

C 'T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL 32301 (904) 656-8298

City

State

Zip

Phone

CORPORATION(S) NAME

Allied/Eastern Ventures IL, Inc.

Profit Articles

NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 26, 1994

CT CORPORATION SYSTEM
1311 EXECUTIVE CENTER DRIVE
SUITE 200
TALLAHASSEE, FL 32301

SUBJECT: ALLIED/EASTERN VENTURES II, INC.
Ref. Number: W94000023223

We have received your document for ALLIED/EASTERN VENTURES II, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return 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 (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 194A00047227

ARTICLES OF INCORPORATION
OF
ALLIED/EASTERN VENTURES II, INC.

The undersigned, acting as Incorporator of corporation under the Florida General Corporation Act, executes the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is Allied/Eastern Ventures II, Inc. and the street address of the initial principal office is c/o Urdang & Associates Real Estate Advisors, 630 West Garmantown Pike, Ste 321, Plymouth Meeting, PA 19462.

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III

The nature of the business or purpose to be conducted or promoted is:

The corporation is organized for the exclusive purpose of holding title to property, collecting income therefrom and turning over, at least annually, the entire amount thereof, The Northern Trust Company, Trustee, (the "Pension Trust"), an organization which is exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended, and to engage in such other lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida which is consistent with the forgoing purpose.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Class A Common Stock and the par value of each of such shares shall be One and No/100 (\$1.00) Dollar amounting in the aggregate to One Thousand and No/100 (\$1,000.00) Dollars.

ARTICLE V

The stock of the Corporation shall be sold only to an organization which itself is exempt from Federal income tax under Section 501 of the Internal Revenue Code of 1986, as amended.

ARTICLE VI

The street address of the initial registered office of the Corporation shall be c/o C T Corporation System, 1200 South Pine Island Road, Plantation, FL 33324. The name of the Corporation's initial registered agent at that address is C T Corporation System.

ARTICLE VII

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director of this Corporation is:

NAME	ADDRESS
E. Scott Urdang	c/o Urdang & Associates Real Estate Advisors 630 West Gannantown Pike, Suite 321 Plymouth Meeting, PA 19462

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statute; the Board of Directors of the Corporation is expressly authorized:

- (a) To make, alter, amend or repeal the By-laws, except as otherwise expressly provided in any By-Law made by the holders of the capital stock of the Corporation entitled to vote thereon. Any By-Law may be altered, amended or repealed by the holders of the capital stock of the Corporation entitled to vote thereon at any annual meeting or at any special meeting called for that purpose.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.
- (c) To determine to the extent permissible under Section 501(c)(2) of the Internal Revenue Code, the use and the disposition of any surplus and net profits of the Corporation.
- (d) To designate, by resolution passed by a majority of the whole Board of Directors, one or more committees, each committee to consist of one or more directors of the Corporation, which, to the extent provided in the resolution designating the committee or in the By-Laws of the Corporation, shall, subject to the limitations prescribed by law, have and may exercise all the powers and authority of the Board of Directors in the

management of the business and affairs of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be provided in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

- (c) To exercise, in addition to the powers and authorities hereinbefore or by law conferred upon it, any such powers and authorities and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, the Articles of Incorporation and the By-Laws of the Corporation.

ARTICLES IX

Directors need not be residents of this state or shareholders unless the By-Laws of the Corporation so require.

ARTICLE X

Elections of directors need not be by written ballot unless the By-Laws of the Corporation so provide.

ARTICLE XI

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE XII

Meetings of the shareholders may be held within or without the State of Florida, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the laws of the State of Florida) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

ARTICLE XIII

The name and address of the incorporator is Barry E. Sweet, Esquire, Blank, Rome, Comisky & McCauley, Four Penn Center Plaza, Philadelphia, PA 19103.

ARTICLE XIV

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the By-Laws of the Corporation and pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE XV

In the event of dissolution of the Corporation by operation of Law, resolution or otherwise, all property and assets of the Corporation shall be distributed to the shareholders of the Corporation. The only and current shareholder of the Corporation is the Pension Trust.

ARTICLE XVI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

DATED: this 25th day of October, 1994


Barry E. Sweet, Incorporator

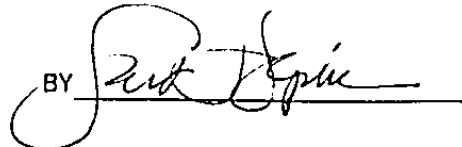
ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED

October 25, 1994

BY



Frank L. Lawrence
(TYPE NAME OF OFFICER)


Assistant Vice President
(TITLE OF OFFICER)

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF PHILADELPHIA)

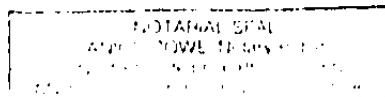
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Barry E. Sweet as Incorporator, known to me to be the person described in and who executed the foregoing Articles of Incorporation of Allied/Eastern Ventures, Inc. and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 25th day of July, 1994.

[NOTARIAL SEAL]


Notary Public

My Commission expires:



Document Number Only

P95000002382

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

900002012589--5
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*****35.00 *****35.00

Amend

Allied / Eastern Ventures II, Inc

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
OF
ALLIED/EASTERN VENTURES II, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Allied/Eastern Ventures II, Inc.

2. Article III of the Articles of Incorporation shall be amended so as to read in its entirety as follows:

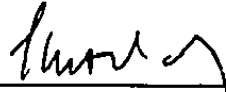
The nature of the business or purpose to be conducted or promoted is:

The Corporation is organized for the exclusive purpose of holding title to property, collecting income therefrom and turning over, at least annually, the entire amount thereof, less expenses, to the sole shareholder of the Corporation, Allied Signal Inc. Master Pension Trust, The Northern Trust Company, an Illinois corporation, Trustee (the "Master Pension Trust"), an organization which is exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended, and to engage in such other lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida, which is consistent with the foregoing purpose.

3. The amendment was adopted by the sole director of the Corporation without shareholder approval since the amendment corrects an omission in Article III of the Articles of Incorporation.

4. The amendment was adopted on October 29, 1996.

Dated: October 29, 1996



E. Scott Urdang, Director