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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

300002028063--9  
-12/12/95--01102--009  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Allied / PSM, Inc

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12/12/96

STATE OF FLORIDA  
 ARTICLES OF INCORPORATION  
 OF  
ALLIED/PSM, INC.

FILED  
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 DIVISION OF CORPORATIONS  
 96 DEC 12 PM 3:06

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: ALLIED/PSM, INC.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, AND THE MAILING ADDRESS OF THE CORPORATION IS: c/o Urdang & Associates Real Estate Advisors, 630 West Germantown Pike, Suite 321, Plymouth Meeting, PA 19462

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1,000 shares of Common Stock having a par value of \$1.00 per share.

\*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

N/A \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
<u>N/A</u>	_____	_____	_____
_____	_____	_____	_____

\*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

(\*If the circumstances do not apply, then type "Not Applicable" or "N/A".)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

SERIES	RELATIVE RIGHTS	PREFERENCES
N/A		

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

N/A

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF.

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT Corporation System.

\*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

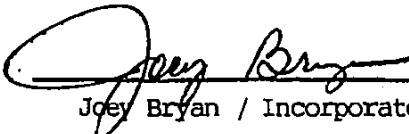
E. Scott Urdang  
630 West Germantown Pike, Suite 321  
Plymouth Meeting, PA 19462

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Joey Bryan 660 East Jefferson Street  
Tallahassee, FL 32301

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS Twelfth DAY OF December, 19 96.

  
Joey Bryan / Incorporator

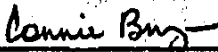
\_\_\_\_\_  
SIGNATURE/TITLE

\_\_\_\_\_  
SIGNATURE/TITLE

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.

FILED STATIONS  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 DEC 12 PM 3:06

DATED December 12, 19 96.

BY 

Connie Bryan  
\_\_\_\_\_  
(TYPE NAME OF OFFICER)

Spec. Asst. Secy.  
\_\_\_\_\_  
(TITLE OF OFFICER)

EXHIBIT A  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ALLIED/PSM, INC.

SEVENTH: Provisions for the regulation of the internal affairs of the Corporation are:

1. 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.

2. The stock of the Corporation shall be sold only to an organization which itself is exempt from tax under Section 501 of the Internal Revenue Code of 1986, as amended.
3. 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 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 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 and may authorize the seal 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 By-Laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.
  - (e) 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.
4. Directors need not be residents of this state or stockholders unless the By-Laws of the Corporation so require.
  5. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.
  6. 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.
  7. Meetings of the stockholders 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.

8. 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.
9. 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 stockholders of the Corporation. The current stockholder of the Corporation is the Master Pension Trust.
10. 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 stockholders herein are granted subject to this reservation.