



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 787073 4324186

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 78.75

ORDER DATE : April 20, 1998

ORDER TIME : 9:24 AM

ORDER NO. : 787073-005

CUSTOMER NO: 4324186

CUSTOMER: Ms. Barbara M. Marcello
MILESTONE PROPERTIES, INC.

4th Floor
150 East Palmetto Park Road
Boca Raton, FL 33432

600002493116--8

DOMESTIC FILING

NAME: MPI/TECCA PLAZA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

509.
W98-8753

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 3:40

RECEIVED
98 APR 20 10:38
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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98 APR 20 AM 3:40

April 20, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MPI/TEECA PLAZA, INC.
Ref. Number: W98000008753

We have received your document for MPI/TEECA PLAZA, 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:

The name of the entity must be identical throughout the document.

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: 398A00021059

RESUBMIT
Please give original
submission date as file date.

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98 APR 20 PM 3:22
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

MPI/TECCA PLAZA, INC.

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is: MPI/TECCA PLAZA, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is: 150 East Palmetto Park Road, 4th Floor, Boca Raton, Florida 33432.

THIRD: The number of shares that the corporation is authorized to issue is 1000, all of which are of a par value of \$1.00 dollar each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 150 East Palmetto Park Road, Suite 401, Boca Raton, Florida 33432

The name of the initial registered agent of the corporation at the said registered office is Steven M. Auerbacher.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501 (3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

Harvey Shore	150 East Palmetto Park Road
	4th Floor
	Boca Raton, Florida 33432

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase

of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if there reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purpose for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

I. The corporation was formed solely to acquire, hold, sell, lease and/or operate and maintain as a trade or business certain improved real property commonly known as Tecca Plaza, located in Boca Raton, Florida (the "Property") and currently leased to tenants, together with improvements thereon and the equipment, fixtures and other personal property used in connection with the operation and maintenance thereof, and do all things reasonably incident thereto. For so long as any first mortgage encumbers the Property, the corporation shall not, without the prior written consent of said mortgagee:

(a) engage in any business activity other than the ownership, operation and maintenance of the Property, and activities incidental thereto;

(b) acquire or own any material assets other than (i) the Property, and (ii) such incidental personal property as may be necessary for the operation of the Property.

(c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case such mortgagee's consent;

(d) fail to preserve its existence as an entity duly organized, validly existing and in good standing (if applicable) under the laws of the jurisdiction of its organization or formation, and qualification to do business in the state where the Property is located, if applicable;

(e) own any subsidiary or make any investment in, any person or entity;

(f) commingle its assets with the assets of any of its directors, shareholders, affiliates, principals or of any other person or entity;

(g) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than a first mortgage loan for the Property, and except for trade payables in the ordinary course of its business of owning and operating the Property, provided that such debt is not evidenced by a note and is paid when due;

(h) become insolvent and fail to pay its debts and liabilities from its assets as the same shall become due;

(i) fail to maintain its records, books of account and bank accounts separate and apart from those of its directors, shareholders, principals and affiliates and the affiliates of the directors, shareholders or principal of the corporation and any other person or entity;

(j) enter into any contract or agreement with any director, shareholder, principal or affiliate of the corporation, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any director, shareholder, principal or affiliate of the corporation;

(k) seek the dissolution or winding up in whole, or in part, of the corporation;

(l) fail to correct any known misunderstandings regarding the separate identity of the corporation;

(m) hold itself out to be responsible for the debts of another person;

(n) make any loans or advances to any third party, including any directors, shareholders, principal or affiliate of the corporation;

(o) fail to file its own tax returns;

(p) fail to either to hold itself out to the public as a legal entity separate and distinct from any other entity or person or to conduct its business solely in its own name in order not (i)

to mislead others as to the identity with which such other party is transacting business, or (ii) to suggest that the corporation is responsible for the debts of any third party;

(r) to carry on a general mercantile, industry

(q) fail to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

(r) file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, or make an assignment for the benefit of creditors.

II: To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every charter, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

III. To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate deal in, and dispose of real estate, real property lands, multiple-dwelling structures, houses, buildings and other works and

any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handel, and deal in and dispose of, as principal, agent, broker and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

IV. To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants, and concessions.

V. To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

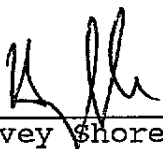
NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not

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be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

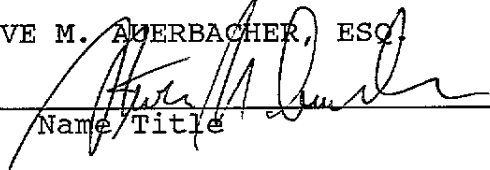
ELEVENTH: The corporate existence of the corporation shall begin not later than the 10th day after the date of filing.



Harvey Shore, Incorporator

Having been named as registered agent and to accept service of process for the above-named 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.

STEVE M. AUERBACHER, ESQ.

By: 

Name/Title

Date: April 16, 1998