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Division of Corporations

HILL WARD HENDERSON

NO. 5725

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BASIC AMENDMENT

601 ASHLEY, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$52.50

Amended & Restated

*Art.
09/26/02*

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
601 ASHLEY, INC.**

The Florida corporation, 601 Ashley, Inc., adopts the following amended and restated Articles of Incorporation of 601 Ashley, Inc.

ARTICLE I. NAME

The name of the corporation is: 601 Ashley, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is c/o C.A.H., Inc., 220 E. Madison Street, #1200, Tampa, Florida 33602.

ARTICLE III. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE IV. PURPOSE

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, subject to the provisions in this Article IV. Notwithstanding the foregoing or any other provision of these amended and restated Articles of Incorporation, any other organizational documents or any provisions of law that empowers the corporation, the following provisions shall be operative and controlling so long as the loan (the "Loan") by Suburban Capital Markets, Inc. or its successors and/or assigns (collectively, the "Lender") to the corporation is outstanding:

1. The sole purpose of the corporation is to acquire, own, hold, maintain, lease, sell, transfer or dispose of certain real property located at 601 N. Ashley Drive, Tampa, Florida (the "Property") together with such other activities as may be necessary or advisable in connection with the ownership of the Property. The corporation shall not engage in any business, and it shall have no purpose, unrelated to the Property and shall not acquire any real property or own assets other than those related to the Property and/or otherwise in furtherance of the limited purposes of the corporation.

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2. The corporation shall not, except as permitted by the terms of the documents evidencing the Loan (collectively, the "Loan Documents") or as permitted by the Lender in writing:

(a) enter into any contract or agreement with any Affiliate (as defined below) 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 an affiliate;

(b) sell, encumber (except with respect to Lender) or otherwise transfer or dispose of all or substantially all of the properties of the corporation (a sale or disposition will be deemed to be "all or substantially all of the properties of the corporation" if the sale or disposition includes the Property or if the total value of the properties sold or disposed of in such transaction and during the twelve months preceding such transaction is sixty six and two thirds percent (66-2/3%) or more in value of the corporation's total assets as of the end of the most recently completed corporate fiscal year);

(c) merge, consolidate or acquire all or substantially all of the assets of an Affiliate of same or other person or entity;

(d) change the nature of the business of the corporation; or

(e) amend, modify or otherwise change these amended and restated Articles of Incorporation (or, after securitization of the Loan, only if the corporation receives (i) confirmation from each of the applicable rating agencies that such amendment, modification or change would not result in the qualification, withdrawal or downgrade of any securities rating and (ii) permission of the Lender in writing).

3. The corporation shall not, and no person or entity on behalf of the corporation shall, without the prior written affirmative vote of one hundred percent (100%) of the Board of Directors: (a) institute proceedings to be adjudicated bankrupt or insolvent; (b) consent to the institution of bankruptcy or insolvency proceedings against it; (c) file a petition seeking, or consenting to, reorganization or relief under any applicable federal or state law relating to bankruptcy; (d) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the corporation or a substantial part of its property; (e) make any assignment for the benefit of creditors; (f) admit in writing its inability to pay debts generally as they become due or declare or effect a moratorium on its debts; or (g) take any corporate action in furtherance of any such action.

4. The corporation shall have no indebtedness or incur any liability (including guaranteeing any obligation) other than (a) the indebtedness secured by the Loan Documents, (b) Affiliate advances or trade payables or accrued expenses incurred in the ordinary course of business of operating the Property, and (c) other unsecured debts and liabilities for trade payables and accrued expenses incurred in the ordinary course of its business of operating the Property, provided, however, that such unsecured indebtedness or liabilities (i) are in amounts that are normal and reasonable under the circumstances, but in no event to exceed in the

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aggregate three percent (3%) of the outstanding principal amount of the Loan and (ii) are not evidenced by a note and are paid when due, but in no event for more than sixty (60) days from the date that such indebtedness or liabilities are incurred and (b) the Loan. No indebtedness other than the Loan shall be secured (senior, subordinated or pari passu) by the Property.

5. The corporation shall at times observe the applicable legal requirements for the recognition of the corporation as a legal entity separate from any Affiliates of same, including, without limitation, as follows:

(a) The corporation shall maintain its principal executive office and telephone and facsimile numbers separate from that of any Affiliate of same and shall conspicuously identify such office and numbers as its own or shall allocate by written agreement fairly and reasonably any rent, overhead and expenses for shared office space. Additionally, the corporation shall use its own separate stationery, invoices and checks which reflects its separate address, telephone number and facsimile number.

(b) The corporation shall maintain correct and complete financial statements, accounts, books and records and other entity documents separate from those of any Affiliate or any other person or entity. The corporation shall prepare unaudited quarterly and annual financial statements, and the corporation's financial statements shall substantially comply with generally accepted accounting principles.

(c) The corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.

(d) The corporation shall file or cause to be filed its own separate tax returns, to the extent a tax return is required by law.

(e) The corporation shall hold itself out to the public (including any of its Affiliates' creditors) under the corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate of same.

(f) The corporation shall observe all customary formalities regarding the corporate existence of the corporation, including holding meetings and maintaining current and accurate minute books separate from those of any Affiliate of same.

(g) The corporation shall hold title to its assets in its own name and act solely in its own name and through its own duly authorized officers and agents.

(h) Investments shall be made in the name of the corporation directly by the corporation or on its behalf by brokers engaged and paid by the corporation or its agents.

(i) Assets of the corporation shall be separately identified, maintained and segregated. The corporation's assets shall at all times be held by or on behalf of the corporation and if held on behalf of the corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the

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corporation. This restriction requires, among other things, that (i) corporation funds shall be deposited or invested in the corporation's name, (ii) corporation funds shall not be commingled with the funds of any Affiliate of same or other person or entity, (iii) the corporation shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate of same or other person or entity, and (iv) corporation funds shall be used for the business of the corporation.

(j) The corporation shall maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any Affiliate of same or other person or entity.

(k) The corporation shall pay or cause to be paid its own liabilities and expenses of any kind, including but not limited to salaries of its employees, only out of its own separate funds and assets.

(l) Except as permitted by the Loan Documents and as permitted by the Lender in writing, the corporation shall not do any act which would make it impossible to carry on the ordinary business of the corporation.

(m) All data and records (including computer records) used by the corporation or any Affiliate of same in the collection and administration of any loan shall reflect the corporation's ownership interest therein.

(n) Except as permitted by the Loan Documents or as permitted by the Lender in writing, none of the corporation's funds shall be invested in securities issued by, nor shall the corporation acquire the indebtedness or obligation of, any Affiliate of same.

(o) The corporation shall maintain an arm's length relationship with each of its Affiliates and enter into contracts or transact business with its Affiliates only on commercially reasonable terms that are no less favorable to the corporation than is obtainable in the market from a person or entity that is not an Affiliate of same.

(p) The corporation shall correct any misunderstanding that is known by the corporation regarding its name or separate identity.

For purposes of these amended and restated Articles of Incorporation, Affiliate means any person or entity, which directly or indirectly through one or more intermediaries controls, is controlled by or is under common control with a specified person or entity. For purposes hereof, the terms "control", "controlled", or "controlling" with respect to a specified person or entity shall include, without limitation, (i) the ownership, control or power to vote ten percent (10%) or more of (x) the outstanding shares of any class of voting securities or (y) beneficial interests, of any such person or entity, as the case may be, directly or indirectly, or acting through one or more persons or entities, (ii) the control in any manner over the shareholder(s) or the election of more than one director or trustee (or persons exercising similar functions) of such person or entity, or (iii) the power to exercise, directly or indirectly, control over the management or policies of such person or entity.

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ARTICLE V. INCORPORATOR

The corporation's incorporator was Stephen B. Straske II, 101 E. Kennedy Blvd., Suite 3700, Tampa, Florida 33602.

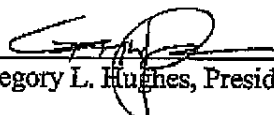
ARTICLE VI. REGISTERED AGENT AND OFFICE

The current registered agent of the corporation is Greg Hughes, and his address is 601 N. Ashley Drive, Suite 1200, Tampa, FL 33602.

ARTICLE VII. ADOPTION AND CERTIFICATE OF AMENDMENT

These amended and restated Articles of Incorporation of the corporation contain amendments to the original Articles of Incorporation that require shareholder approval. Accordingly, these amended and restated Articles of Incorporation were approved by the sole shareholder of the corporation via a written consent executed by the sole shareholder and the sole director of the corporation dated September 25, 2002.

EXECUTED: September 26, 2002.



Gregory L. Hughes, President

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