



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE 655468 4330594

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : April 7, 2000

ORDER TIME : 3:16 PM

ORDER NO. : 655468-005

CUSTOMER NO: 4330594

CUSTOMER: Margaret O. Ryder, Legal Asst
ADORNO & ZEDER, P.A.
ADORNO & ZEDER, P.A.
Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

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DOMESTIC FILING

NAME: BOCA TELECOMMUNICATIONS
INVESTORS, INC.

EFFECTIVE DATE:

XXX 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: Andrea C. Mabry

EXAMINER'S INITIALS:

PH 4/10/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BOCA TELECOMMUNICATIONS INVESTORS, INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Boca Telecommunications Investors, Inc. Its principal office address and business mailing address is 2601 South Bayshore Drive, Ninth Floor, Miami, Florida 33133.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at such office shall be Corporation Service Company, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Manuel D. Medina	2601 South Bayshore Drive Ninth Floor Miami, Florida 33133
Brian K. Goodkind	2601 South Bayshore Drive Ninth Floor Miami, Florida 33133

ARTICLE VII - SINGLE PURPOSE ENTITY PROVISIONS

(a) Notwithstanding any other provision of these Articles to the contrary, so long as the loan from Lehman Brothers Holdings, Inc. to Boca Technology Center LLC, a Delaware limited liability company ("Operating Company") in the approximate amount of \$100,000,000.00 as evidenced and secured by all of the documents and agreements evidencing and/or securing said loan and any modifications, substitutions, replacements and renewals thereof (the "Senior Loan") and/or the loan from Lehman Brothers Holdings, Inc. to the Corporation, the other members of the Operating Company and MP Boca LLC, a Delaware limited liability company in the approximate amount of \$58,000,000.00 as evidenced and secured by all of the documents and agreements evidencing and/or securing said loan and any modifications, substitutions, replacements and renewals thereof (the "Mezzanine Loan") is outstanding, the Corporation may not do any of the following:

- (i) dissolve or liquidate, in whole or in part;
- (ii) consolidate or merge with or into any other entity or convey or transfer substantially all its properties and assets to any person or entity; or
- (iii) amend Article III, or Article VII (a), (b) or (c) of these Articles of Incorporation.

(b) Notwithstanding any other provision of these Articles to the contrary, the Corporation shall, so long as the Senior Loan and/or the Mezzanine Loan is outstanding:

- (i) maintain books and records separate from any other person or entity;
- (ii) maintain its bank accounts separate from any other person or entity;
- (iii) not commingle its assets with those of any other person or entity and hold all of its assets in its own name;
- (iv) conduct its own business in its own name;

- (v) maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- (vi) pay its own liabilities and expenses only out of its own funds;
- (vii) observe all Corporation and other organizational formalities;
- (viii) maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
- (ix) pay the salaries of its own employees from its own funds;
- (x) maintain a sufficient number of employees in light of its contemplated business operations;
- (xi) not guarantee or become obligated for the debts of any other entity or person other than liabilities in connection with the Mezzanine Loan;
- (xii) not hold out its credit as being available to satisfy the obligations of any other person or entity;
- (xiii) not acquire the obligations or securities of its affiliates or shareholders;
- (xiv) not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment-grade securities);
- (xv) allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
- (xvi) use separate stationery, invoices, and checks bearing its own name;
- (xvii) not pledge its assets for the benefit of any other person or entity other than in connection with the Mezzanine Loan;
- (xviii) hold itself out as a separate identity;
- (xix) correct any known misunderstanding regarding its separate identity;
- (xx) not identify itself as a division of any other person or entity; and
- (xxi) maintain adequate capital in light of its contemplated business operations.

(c) Notwithstanding any other provision of these Articles to the contrary and for so long as the Senior Loan and/or the Mezzanine Loan is outstanding, the unanimous consent of all Shareholder(s) of the Corporation is required for the Corporation to:

- (i) institute proceedings to be adjudicated bankrupt or insolvent;
- (ii) consent to the institution of bankruptcy or insolvency proceedings against it;
- (iii) file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy;
- (iv) seek or consent to the appointment of a receiver, liquidator, conservator, assignee, trustee, sequestrator, custodian or any other similar official of the Corporation or a substantial part of its properties;
- (v) make any assignment for the benefit of creditors;
- (vi) admit in writing its inability to pay its debts generally as they become due;

- (vii) otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;
- (viii) take any action in furtherance of any of the preceding actions;
- (ix) engage in transactions with affiliates; or
- (x) except as otherwise provided in Article VII (a) hereof, amend the organizational documents of the Corporation.

ARTICLE VIII - INCORPORATOR

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

Name

Address

Corporation Service Company

1201 Hays Street
Tallahassee, Florida 32301

By: Deborah D. Skipper
Incorporator (print name)
Title: Deborah D. Skipper
as its agent

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Boca Telecommunications Investors, Inc., at the place designated in the Articles of Incorporation, Corporation Service Company agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: April 7, 2000

Corporation Service Company

By: Deborah D. Skipper
(print name)
Title: Deborah D. Skipper
as its agent

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