



P00000035949

ACCOUNT NO. : 072100000032

REFERENCE : 658143 4330594

AUTHORIZATION

*Patricia Pajaro*

COST LIMIT : \$ 52.50

FILED  
00 APR 11 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : April 11, 2000

ORDER TIME : 10:57 AM

ORDER NO. : 658143-005

CUSTOMER NO: 4330594

CUSTOMER: Margaret O. Ryder, Legal Asst  
Adorno & Zeder, P.a.  
Suite 1600  
2601 South Bayshore Drive  
Miami, FL 33133

*Amended &  
Restated*

000003203810--1

DOMESTIC AMENDMENT FILING

NAME: BOCA TELECOMMUNICATIONS  
INVESTORS, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

RECEIVED  
00 APR 11 PM 12:20  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY \*\*\*\*\*TWO CERTIFIED COPIES\*\*\*\*\*  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

*DDR*  
*4/12/00*

*\*02260, 00664, 00842, 00672*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 12, 2000

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: BOCA TELECOMMUNICATIONS INVESTORS, INC.  
Ref. Number: P00000035949

We have received your document for BOCA TELECOMMUNICATIONS INVESTORS, INC. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation. *Initial in front of the directors is OK.*

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 200A00020061

**RESUBMIT**

Please give original  
filing date as file date.

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 APR 12 PM 4:08

RECEIVED

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BOCA TELECOMMUNICATIONS INVESTORS, INC.**

FILED  
00 APR 11 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of this corporation is Boca Telecommunications Investors, Inc., a Florida corporation (the "Corporation"), whose principal office address is 2601 South Bayshore Drive, Ninth Floor, Miami, Florida 33133.
2. The Articles of Incorporation of Boca Telecommunications Investors, Inc., filed April 7, 2000, are hereby deleted in their entirety and amended and restated to read as follows:

**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 Corporation is organized solely for the purposes of: (i) acquiring, owning and holding a membership interest in the Operating Company (as defined in Article VII hereof); (ii) incurring indebtedness under, and performing its obligations under or with respect to, the Mezzanine Loan (as defined in Article VII hereof); and (iii) engaging in any and all activities permitted under the laws of the State of Florida which are necessary or incidental thereto. The Corporation shall not engage in any activities or exercise any powers beyond those permitted in this Article, regardless of whether permitted to do so under the laws of the State of 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 registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the registered agent of this Corporation at such office shall be Dennis J. Olle, Esq., 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, certain 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;
- (iii) modify, repeal or amend Article III, or Article VII of these Articles of Incorporation;
- (iv) institute proceedings to be adjudicated bankrupt or insolvent;
- (v) consent to the institution of bankruptcy or insolvency proceedings against it;

(vi) file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy;

(vii) 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;

(viii) make any assignment for the benefit of creditors;

(ix) admit in writing its inability to pay its debts generally as they become due;

(x) otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;

(xi) take any action in furtherance of any of the preceding actions;

(xii) engage in transactions with affiliates; or

(xiii) engage in any business or activity other than as permitted by Article III hereof.

(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 assume, 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 and conduct business in its own name;

(xix) correct any known misunderstanding regarding its separate identity;

(xx) not identify itself as a division of any other person or entity;

(xxi) maintain adequate capital in light of its contemplated business operations;

(xxii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(xxiii) prepare tax returns and financial statements separate from that of any other person or entity; and

(xxiv) not incur any indebtedness other than customary trade accounts payable in the ordinary course of business.

#### **ARTICLE VIII - INCORPORATOR**

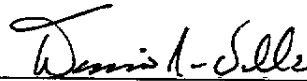
The name and street address of the person signing these Articles of Incorporation is:

**Name**

**Address**

Dennis J. Olle, Esq.

2601 South Bayshore Drive  
Suite 1600  
Miami, Florida 33133

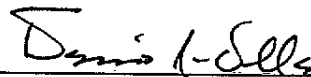


Dennis J. Olle, Esq., Incorporator

#### **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, Dennis J. Olle, Esq. 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 10, 2000




Dennis J. Olle, Esq.


3. The foregoing Amended and Restated Articles of Incorporation were adopted by the Directors of the Corporation, before the issuance of any stock, on April 10, 2000, by unanimous written consent of Directors entitled to vote.

4. None of the Corporation's 10,000 shares of common stock, par value \$.01 per share, have been issued as of this date and as of the date of the adoption of the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have duly executed these Amended and Restated Articles of Incorporation on this 10th day of April, 2000.

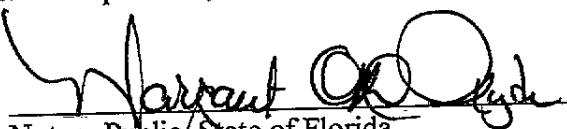
Boca Telecommunications Investors, Inc.

By:   
Manuel D. Medina, President / Director

And By:   
Robert I. Finvarb, Assistant Secretary

STATE OF FLORIDA       )  
                                      )  
COUNTY OF MIAMI- DADE)

The foregoing instrument was acknowledged before me this 10th day of April, 2000 by Manuel D. Medina and Robert I. Finvarb, the President and the Assistant Secretary, respectively, of Boca Telecommunications Investors, Inc., a Florida corporation, on behalf of the Corporation. They are personally known to me.

  
Notary Public, State of Florida  
Margaret O'D. Ryder (Print Name)

My Commission Expires: \_\_\_\_\_ (SEAL)



Margaret O'D. Ryder  
MY COMMISSION # CC555590 EXPIRES  
September 15, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.