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FLORIDA PROFIT CORPORATION OR P.A.

Ft. Lauderdale Telcom Center Corp.

Certificate of Status	0
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FROM

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**ARTICLES OF INCORPORATION  
OF**

**FT. LAUDERDALE TELCOM CENTER CORP.**

The undersigned, acting as incorporator of **FT. LAUDERDALE TELCOM CENTER CORP.**, (the "Corporation") pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the Corporation is:

**FT. LAUDERDALE TELCOM CENTER CORP.**

**ARTICLE II. ADDRESS**

The principal place of business and mailing address of the Corporation shall be c/o 701 Brickell Avenue, Suite 3000, Miami, FL 33131.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The Corporation is organized solely to (i) own and hold a membership interest in and serve as the managing member of **FT. LAUDERDALE TELCOM CENTER LLC** ("Telcom") and (ii) transact any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida that is incident and necessary and appropriate to the foregoing.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.

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**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is:

Steven H. Hagen  
701 Brickell Avenue  
Suite 3000  
Miami, FL 33131

The incorporator of the Corporation assigns to this Corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX. NEGATIVE COVENANTS**

Notwithstanding any other provision of these Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, the Corporation shall not (a) without the unanimous vote of all the members of the Board of Directors and (b) the consent of Lehman Brothers Holdings Inc. or its successors and assigns (the "Lender") while any obligation of Telcom in favor of the Lender remain outstanding do any of the following: (i) dissolve or liquidate in whole or in part; consolidate or merge with or into any other business entity; or convey, sell or transfer all or substantially all of the assets of the Corporation or cause Telcom to do any of the foregoing; (ii) engage in any business or activity other than as set forth in Article IV of these Articles of Incorporation or cause Telcom to engage in any business activity not expressly permitted in its organizational documents; (iii) institute any "Bankruptcy Action" (as defined below); (iv) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the loan made

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to Telcom by Lehman Brothers Holdings, Inc. (the "Lender") and indebtedness permitted therein (including without limitation any cross-collateralized indebtedness) and debt incurred in the ordinary course of business or cause Telcom to do any of the foregoing; or (v) extend any indebtedness to any third party or cause Telcom to extend any indebtedness to any third party; or (vi) withdraw as a member of Telcom.

#### ARTICLE X. AFFIRMATIVE COVENANTS

Notwithstanding any other provision of these Articles of Incorporation or any provision of law that otherwise so empowers the Corporation, and so long as any obligations of Telcom in favor of Lender remain outstanding and not paid in full, including by reason of having been transferred by the Lender to an entity for rated securitization purposes, the Corporation shall and shall cause Telcom to:

- A. maintain books and records and bank accounts separate from those of any other person; and
- B. maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets; and
- C. hold regular meetings of the board of directors and shareholders of the Corporation, as appropriate, to conduct the business of the Corporation, and observe all other organizational formalities and take into account the interest of the Lender as well as those of the shareholders; and
- D. hold itself out to creditors and the public as a legal entity separate and distinct from any other entity and correct any known misunderstanding regarding its separate identity; and
- E. prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group; and
- F. do or cause to be done all things necessary to preserve its separate existence; and
- G. conduct business in its own name, and use separate stationery, invoices and checks; and
- H. not commingle its assets or funds with those of any other person; and
- I. not hold itself to be responsible for the debts or obligations of any other person; and

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- J. guarantee that the Corporation's obligation to indemnify its officers, directors and shareholders shall not constitute a claim against the Corporation so long as the mortgage loan is outstanding and, if such obligation, is permitted as a claim against the Corporation, it shall be fully subordinated to the mortgage loan; and
- K. pay its own liabilities out of its own funds; and
- L. maintain an arm's length relationship with its affiliates; and
- M. pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations; and
- N. not acquire obligations or securities of its partners, members or shareholders; and
- O. allocate fairly and reasonably any overhead for shared office space; and
- P. not pledge its assets for the benefit of any other entity or make and loans or advances to any entity; and
- Q. correct any known misunderstanding regarding its separate identity; and
- R. maintain adequate capital in light of its contemplated business operations.

#### ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION

A unanimous vote of all the directors of the Corporation and the consent of the Lender (while any debt obligation is outstanding) is necessary for the Corporation to amend, alter, change or repeal the provisions of these Articles of Incorporation; to recommend to the shareholders of the Corporation any such amendment, alteration, change or repeal or to cause Telcom to amend, alter, change or repeal its organizational documents.

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## ARTICLE XII. BANKRUPTCY ACTION

As referred to herein, the term "Bankruptcy Action" means:

- (i) Taking any action that might cause the Corporation or Telcom to become insolvent;
- (ii) Commencing any case, proceeding or other action on behalf of the Corporation or Telcom under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (iii) Instituting proceedings to have the Corporation or Telcom adjudicated as bankrupt or insolvent;
- (iv) Consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or Telcom;
- (v) Filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts or Telcom on behalf of its debts under any federal or state law relating to bankruptcy;
- (vi) Seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequester, custodian or any similar official for the Corporation or a substantial portion of its properties or Telcom or a substantial portion of its properties;
- (vii) Making any assignment for the benefit of the Corporation's or Telcom's creditors; or
- (viii) Failing to defend, oppose, contest or object to the institution of bankruptcy or insolvency proceeding against the Corporation or Telcom; or
- (ix) Taking any action or causing Telcom to take any action in furtherance of any of the foregoing.

The undersigned incorporator, for the purpose of forming a Corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 30th day of May, 2000.

  
Steven H. Hagen, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

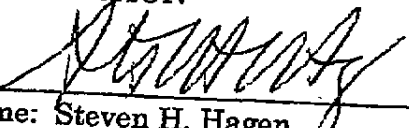
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **FT. LAUDERDALE TELCOM CENTER CORP.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, State of Florida, has named Intrastate Registered Agent Corporation, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

**INTRASTATE REGISTERED AGENT CORPORATION**

By:   
Name: Steven H. Hagen  
Title: Vice President

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