

P00000117159

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BASIC AMENDMENT
SOUTH GENERAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended & Restated

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TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH GENERAL, INC.

Pursuant to Section 607.1007 of the Florida Business Corporation Act, South General, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on December 27, 2000, document number P00000117159.
2. The Articles of Incorporation are amended and restated in their entirety to read as follows:

ARTICLE I
NAME

The name of the corporation is South General, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation is 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.

ARTICLE III
AUTHORIZED SHARES

The total number of shares which the Corporation is authorized to issue is 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of the Corporation in the State of Florida is 7777 Glades Road, Suite 201, Boca Raton, Florida 33434 and the initial registered agent of the Corporation at such address is Jeffrey L. Schmier.

ARTICLE V
PURPOSE

The purpose of the Corporation shall be limited to serving as the general partner of Parkway United Ltd., a Florida limited partnership (the "Partnership" or "Property Owner"), which has been organized to own, operate, manage and lease the property located at 2700 South Commerce Parkway, Weston, Florida (the "Property") and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as

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general partner of the Partnership for mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Lehman Brothers Bank, FSB and its successors and assigns with respect to the indebtedness (the "Lender") and trade payables incurred in the ordinary course of business.

ARTICLE VI LIABILITY

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, or (iv) for any transaction from which the director of the Corporation derived an improper financial benefit. If the Florida Business Corporation Act is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended. Any repeal or modification of this ARTICLE VI by the shareholders of the Corporation or otherwise shall not adversely affect any right title or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII REGULATION OF INTERNAL AFFAIRS

The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors is required to take or cause the Property Owner to take any of the following actions:

- (a) causing the Corporation or the Property Owner to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation or the Property Owner under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation or the Property Owner adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Property Owner;
- (e) 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 or the Property Owner of its debts under any federal or state law relating to bankruptcy;

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- (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Property Owner or a substantial portion of the properties of the Corporation or the Property Owner;
- (g) making any assignment for the benefit of the Corporation's or the Property Owner's creditors; or
- (h) taking any assignment for the benefit of the Corporation or the Property Owner to take any action in furtherance of any of the foregoing.

2. For so long as the Indebtedness is outstanding, the Corporation shall not:

- (a) amend the Articles of Incorporation;
- (b) engage in any business activity other than as set forth in ARTICLE V;
- (c) withdraw as a general partner of the Property Owner;
- (d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets or cause the Property Owner to dissolve, liquidate, consolidate, merge, or sell all or substantially all of its assets; or
- (e) transfer its interest or a portion thereof in the Property Owner, except as expressly permitted under the loan documents executed in connection with the Indebtedness.

3. The Corporation shall, and the Corporation shall require the Property Owner to:

- (a) not commingle its assets with those of any other entity and hold its assets in its own name;
- (b) conduct its own business in its own name;
- (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
- (d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
- (e) pay its own liabilities out of its own funds;
- (f) maintain adequate capital in light of contemplated business operations;
- (g) observe all corporate or other organizational formalities;

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- (h) maintain an arm's length relationship with its affiliates;
- (i) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- (j) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (k) not acquire obligations or securities of affiliates or shareholders;
- (l) not make loans to any person or entity;
- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices and checks;
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of the other.

4. The Board of Directors is to consider the interests of the Corporation's creditors and the Property Owner's creditors in connection with all corporate actions.

ARTICLE VIII INDEMNIFICATION

Any and all Corporation obligations to indemnify its directors and officers shall not constitute a claim against the Corporation, as long as the Loan is outstanding.

These Amended and Restated Articles of Incorporation were adopted by the board of directors and shareholders of the Corporation by Joint Written Consent as of the 7th day of February, 2001.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 7th day of February, 2001.

SOUTH GENERAL, INC.

By: 
Jeffrey L. Schmier, President

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