

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.
Account Number : I19990000133
Phone : (904) 354-2050
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Second Fax

FLORIDA PROFIT CORPORATION OR P.A.

Itera Properties Holding Corp.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE
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B. McKnight DEC 29 2000

ARTICLES OF INCORPORATION
OF
ITERA PROPERTIES HOLDING CORP.

ARTICLE I

CORPORATE NAME

The name of this corporation is Itera Properties Holding Corp.

ARTICLE II.

INITIAL PRINCIPAL OFFICE

The street address and the mailing address of the initial principal office of this corporation is
10151 Deerwood Park Blvd., Building 100, Suite 410, Jacksonville, Florida 32256.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

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ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is One Independent Drive, Suite 3000, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is MABM Corporate Services, Inc. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

MABM Corporate Services, Inc.
One Independent Drive, Suite 3000
Jacksonville, Florida 32202

ARTICLE VII.

AMENDMENTS AND BYLAWS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholder(s) may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

ARTICLE VIII

PURPOSE

The Corporation's business and purpose shall consist solely of the following:

- (i) The acquisition, ownership, operation and management of the real estate project known as the Itera office building located in Duval County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and
- (ii) to engage in such other lawful activities permitted to corporations by the general

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corporation laws of the State of Florida as are incidental, necessary or appropriate to accomplish the foregoing.

ARTICLE IX

LIMITATIONS ON AUTHORITY

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") originally granted in favor of CF Lender, L.L.C. remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article VIII; incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (ii) dissolve or liquidate, in whole or in part;
- (iii) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (iv) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or
- (v) amend Articles VIII, IX or X of these Articles of Incorporation.

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ARTICLE X

SEPARATENESS/OPERATIONS MATTERS

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (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;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

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IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the Incorporator,
has hereunto set his hand this 28th day of December, 2000.

MABM CORPORATE SERVICES, INC.,
a Florida corporation
Incorporator

By: Sharon R. Henderson
Sharon R. Henderson, Vice President

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF**

Pursuant to Section 607.0501, Florida Business Corporation Act, MABM Corporate Services, Inc., located at One Independent Drive, Suite 3000, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon Itera Properties Holding Corp., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 28th day of December, 2000.

MABM CORPORATE SERVICES, INC.,
a Florida Corporation
Registered Agent

By Sharon R. Henderson
Sharon R. Henderson, Vice President

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