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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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Profit

1.) Kendall Summit Park, Inc.
(CORPORATE NAME & DOCUMENT #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

2.) _____
(CORPORATE NAME & DOCUMENT #)

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**ARTICLES OF INCORPORATION
OF
KENDALL SUMMIT PARK, INC.,
a Florida corporation.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation law of the State of Florida, do hereby certify as follows:

FIRST: The name of the Corporation is "Kendall Summit Park, Inc."

SECOND: The address of the Corporation's registered office in the State of Florida is 133 Sevilla, Coral Gables, Florida 33134. The name of its registered agent at such address is Neil S. Rollnick, Esquire.

THIRD: The purpose of the Corporation shall be limited to serving as the sole managing member of Kendall Summit/Fream L.L.C., a Delaware limited liability company, (the "**Property Owner**") and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except, in its capacity as a member of the Property Owner, for the mortgage loan and other related indebtedness (the "**Indebtedness**") given in favor of Lehman Brothers Bank, FSB its successors and assigns with respect to the Indebtedness (the "**Lender**") in accordance with the commitment to make the loan issued on June 11, 2001 and the trade payables incurred in the ordinary course of business; provided however that the Corporation shall not be barred from incurring indebtedness for the purpose of repaying, in full, the Indebtedness.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 100 shares of Common Stock, par value \$0.01 per share.

FIFTH: the name and mailing address of the Corporation is as follows:

<u>Name</u>	<u>Mailing Address</u>
Kendall Summit Park, Inc.	4601 Ponce De Leon Boulevard, Suite 300 Coral Gables, Florida 33146.

SIXTH: The Board of Directors is expressly authorized to adopt, amend, or repeal the By-Laws of the Corporation upon the conditions set forth in the By-Laws.

SEVENTH: Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall otherwise provide.

EIGHTH: A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders 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 stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director of the Corporation derived an improper financial benefit. Any repeal or modification of this Article EIGHTH by the stockholders of the Corporation or otherwise

shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: 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;
- (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 action or causing 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) own any assets other than the Corporation's managing membership interest in the Property Owner or engage in any business activity other than as set forth in Article THIRD;

- (c) withdraw as a managing member of the Property Owner; or
- (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:

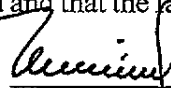
- (a) not commingle its assets with those of any other entity and hold its assets in its own name;
- (b) conduct its own business in its own name;
- (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
- (d) maintain its books, records, resolutions 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 and other organizational formalities;
- (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 other 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.

TENTH: 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.

IN WITNESS WHEREOF, I have hereunto set my hand this 26 th day of June, 2001 and I affirm that the foregoing Articles of Incorporation is my act and deed and that the facts stated therein are true.



Neil S. Rollnick, Incorporator
133 Sevilla
Coral Gables, Florida 33134.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the corporation mentioned below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Kendall Summit Park, Inc., a Florida corporation.
2. The name and address of the registered agent and office is:

Neil S. Rollnick, Esq., 133 Sevilla, Coral Gables, Florida, 33134.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



NEIL S. ROLLNICK

Dated: June 26, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA