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**FLORIDA PROFIT CORPORATION OR P.A.**

One Progress Plaza, Inc.

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**ARTICLES OF INCORPORATION  
OF  
ONE PROGRESS PLAZA, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation shall be: ONE PROGRESS PLAZA, INC. (hereinafter referred to as the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of the Corporation is 25-2<sup>nd</sup> Street North, Suite 430, St. Petersburg, Florida, 33701.

**ARTICLE III  
AUTHORIZED SHARES**

The total authorized capital stock of the Corporation shall consist of 1,000 shares of Common Stock, par value \$0.01 per share.

**ARTICLE IV  
INCORPORATOR**

The name and mailing address of the incorporator of the Corporation are: Jimmy Aviram, 25-2<sup>nd</sup> Street North, suite 430, St. Petersburg, Florida, 33701.

**ARTICLE V  
PURPOSE**

The Corporation's business activity shall be limited solely to serving as a member and managing member of ONE PROGRESS PLAZA II, LLC, a Florida limited liability company ("Company").

**ARTICLE VI  
SINGLE PURPOSE ENTITY PROVISIONS**

So long as the Company owns any property ("Property") that is mortgaged from time to time in favor of a lender (a "Mortgagee") which requires the Company to be a "Single Purpose Entity"

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within the meaning of the guidelines for such entities, as published from time to time by Standard & Poors, the following provisions shall apply, notwithstanding anything contained elsewhere in these Articles of Incorporation or any other document or instrument governing the affairs of the Corporation to the contrary:

1. Limitation on Indebtedness

The Corporation's ability to incur indebtedness, whether for itself or on behalf of the Company, shall be limited to (a) indebtedness secured by a first mortgage on the Property, and (b) liabilities incurred in the ordinary course of business relating to the Company's ownership and operation of the Property.

2. Prohibited Actions

The Corporation shall be prohibited from engaging in any dissolution, liquidation, consolidation, merger, or asset sale, whether for itself or on behalf of any Companies, or an amendment of these Articles of Incorporation. The Corporation shall not (a) institute bankruptcy or insolvency proceedings; (b) consent to the institution of bankruptcy or insolvency proceedings against the Corporation; (c) file a petition seeking, or consenting to, reorganization or relief under any applicable federal or state law relating to bankruptcy; (d) 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 assets; (e) make any assignment for the benefit of creditors; (f) admit in writing its inability to pay its debts generally as they become due; (g) otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally; or (h) take any action in furtherance of any of the preceding actions.

3. Unanimous Consent Required

The unanimous consent of the Board of Directors of the Corporation and the Mortgagee shall be required to: (a) file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings for itself or any Company, (b) dissolve, liquidate, consolidate, merge, or sell all of the assets of the Corporation or any Company, (c) engage in any business activity other than that described in Paragraph 1 hereof, and (d) amend these Articles of Incorporation, each of which events is hereinafter referred to as a "Termination Event."

4. Separateness Covenants

The Corporation shall:

- (a) maintain its books and records separate from any other person or entity,
- (b) maintain its accounts separate from any other person or entity,
- (c) not commingle assets with those of any other entity,

- (d) conduct its business in its own name,
- (e) maintain separate financial statements,
- (f) pay its own liabilities out of its own funds,
- (g) observe all corporate 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 its 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 its stockholders,
- (l) allocate fairly and reasonably any overhead for shared office space,
- (m) use separate stationary, invoices, and checks,
- (n) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity,
- (o) hold itself out as a separate entity,
- (p) correct any known misunderstanding regarding its separate identity, and
- (q) maintain adequate capital in light of its contemplated business operations.

5. Continued Life of the Corporation

The vote of a majority of the Board of Directors of the Corporation shall be sufficient to continue the life of the Corporation and of the companies in the event of a Termination Event. If the consent of a majority of the Board of Directors of the Corporation to such continued life are not obtained, neither the Corporation nor the Companies shall liquidate their respective assets without the consent of the Mortgagee.

6. Interests of Creditors

To the fullest extent permitted by applicable law, the Board of Directors of the Corporation shall consider the interests of creditors of the Corporation and the Companies (other

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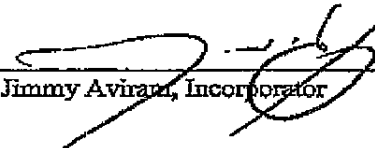
To the fullest extent permitted by applicable law, the Board of Directors of the Corporation shall consider the interests of creditors of the Corporation and the Companies (other than affiliates that are creditors) in connection with all corporate action.

**ARTICLE VII  
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 25-2<sup>nd</sup> Street North, Suite 430, St. Petersburg, Florida, 33701, and the initial registered agent of this Corporation at that address shall be Jimmy Aviram.

  
Jimmy Aviram, Registered Agent

THE UNDERSIGNED, being the Incorporator herein before named, for the purpose stated in Article IV of these Articles of Incorporation and in pursuance of the Florida Business Corporation Act, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 5<sup>th</sup> day of March, 2002.

  
Jimmy Aviram, Incorporator

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