

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Division of Corporations

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From:

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FLORIDA PROFIT CORPORATION OR P.A.

PALM BEACH GARDENS OFFICE MANAGERS, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

PALM BEACH GARDENS OFFICE MANAGERS, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be **PALM BEACH GARDENS OFFICE MANAGERS, INC.**

ARTICLE II

ADDRESS: The mailing address and street address of the initial principal office of the corporation shall be 2255 Glades Road #441E, Boca Raton, Florida 33431.

ARTICLE III

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

- (i) To act as Asset Manager of Palm Beach Office Investors, LLC which owns the real estate project known as Palm Beach Gardens Office Park located in Palm Beach Gardens, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the LLC's Articles of Organization; and
- (ii) To engage in such other lawful activities permitted to corporation by the Florida Corporation Act.

ARTICLE IV

CAPITAL STOCK: This corporation shall be authorized to issue 1,000 shares of common stock with no par value.

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ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of this corporation shall be: Stanley D. Gottsegen, 2255 Glades Road 411E, Boca Raton, Florida 33431.

ARTICLE VII

DIRECTORS: The corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

NAME

Stanley D. Gottsegen

ADDRESS

2255 Glades Road #411E
Boca Raton, Florida 33431

Gabriel Ehrenstein

6340 Via Tierra
Boca Raton, Florida 33433

ARTICLE IX

INCORPORATORS: The name and address of the incorporator to these Articles of Incorporation is as follows:

NAME

Stanley D. Gottsegen

ADDRESS

2255 Glades Road #411E
Boca Raton, Florida 33431
6340 Via Tierra
Boca Raton, Florida 33431

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ARTICLE X

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

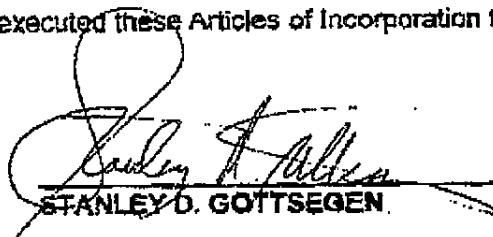
ARTICLE XI

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XII

The undersigned incorporators have executed these Articles of Incorporation this

12 day of March, 2002.


STANLEY D. GOTTSEGEN

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ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for PALM BEACH GARDENS OFFICE MANAGERS, INC. at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: March 12, 2002.


STANLEY D. GOTTSEGEN

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