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ACCOUNT NO. : 072100000032

REFERENCE : 511865 11758A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 87.50

ORDER DATE : April 4, 2002

ORDER TIME : 10:06 AM

ORDER NO. : 511865-005

CUSTOMER NO: 11758A

CUSTOMER: Ms. Lisa Belenson
Doumar Allsworth Curtis Cross
Laystrom Voigt Wachs & Maciver
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

FILED
2002 APR -4 PM 3:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DOMESTIC FILING

NAME: MEHTA CONSULTING, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

RECEIVED
02 APR -4 AM 11:43
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TALLAHASSEE FLORIDA

JS
4/4/02

ARTICLES OF INCORPORATION

OF

MEHTA CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **MEHTA CONSULTING, INC.**

ARTICLE II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as a single purpose entity whose only purpose is to insure that the entity owning real property that the corporation is a member of, conducts its business in such a manner to insure that the obligations relating to such real property are complied with.

While the corporation may do and transact any and all business as permitted under the laws of the State of Florida and the United States of America, it shall not do the following:

1. Engage in any business or activity other than related to the ownership, operation and maintenance of the real property held by the entity that the corporation is a member of;

2. Acquire or own any material assets other than may be necessary and relating to the operation of the real property held by the entity that the corporation is a member of;

3. Merge into or consolidate with any person or entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure without expressed written consent by any party financing such real property;

4. Fail to preserve its existence as an entity duly organized, validly existing and in good standing under the laws of the State of Florida without the prior written consent of any party financing such real property. Amend, modify, terminate or fail to comply with any provisions of its organization documents and operating agreements relating to any organization that the corporation is a member of that would adversely affect the ability of the borrowing entity to perform its obligations under any mortgages, notes, or other security documents;

5. Own any subsidiary or make any investment in, any person or entity without the consent of the party financing such real property;

6. Commingle its assets with the assets of any general partners, members, shareholders, affiliates, principals or any other person or entity;

7. Incur any debt, secured or unsecured, direct or contingent, other than the debts and trade payables incurred in the ordinary course of business, provided same are paid when due;

8. Fail to maintain its own independent records, books of account and bank accounts;

9. Enter into any contract or agreement with any general partner, member, shareholder, principal or affiliate of the entity relating to such real property, except upon the terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties;

10. Seek the dissolution or winding up in whole, or in part, of the entity owning such real property;

11. Maintain its assets in such a manner that it will be costly or difficult to segregate, ascertain or identify its individual assets from those of any general partner, member, shareholder, principal or affiliate of the entity owning such real property or any general partner, member, shareholder, principal or affiliate thereof of any other person;

12. Hold itself out to be responsible for the debts of another person;

13. Make any loans or advances to any third party, including any general partner, member, shareholder, principal or affiliate of

the entity owning such real property, or any general partner, principal or affiliate thereof;

14. Fail to file its own tax returns;

15. Fail either to hold itself out to the public as a legal entity separate and distinct from any other entity or person or to conduct its business solely in its own name in order not to mislead others as to the identity with which such other party is transacting business or suggest that the entity owning such real property is responsible for the debts of any third party;

16. Fail to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations; and

17. File or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, or make an assignment for the benefit of creditors.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock at ONE DOLLAR (\$1.00) par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

ARTICLE V

The existence of this corporation shall be perpetual, commencing upon the filing of these Articles of Incorporation.

ARTICLE VI

The initial principal office of this corporation shall be located at 200 S. Birch Road, Apt. 1011, Fort Lauderdale, Florida 33316.

ARTICLE VII

The Board of Directors of this corporation shall consist of not less than two (2) and not more than six (6) members. In addition, at least one of the directors shall be independent and not a stockholder in the corporation or an employee, agent, manager, or have any affiliation whatsoever with the entity owning such real property that the corporation is a member of. This directors vote is required in any board action seeking bankruptcy protection for the corporation or amending any of the organizational documents of the corporation in voting on bankruptcy matters, the independent director shall take into account the interest of the party financing such real property.

ARTICLE VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, and until their successors shall have been

elected and qualified, or until their earlier resignation, removal or death, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HOSHEDA MEHTA	200 S. Birch Road, Apt. 1011 Fort Lauderdale, FL 33316

JEFFREY S. WACHS, ESQ.	1177 S.E. 3 rd Avenue Fort Lauderdale, FL 33316
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ARTICLE IX

The registered agent and the registered office for this corporation will be:

<u>AGENT</u>	<u>OFFICE</u>
JEFFREY S. WACHS, ESQ.	1177 S.E. 3rd Avenue Fort Lauderdale, FL 33062

ARTICLE X

The names and addresses of each subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HOSHEDA MEHTA	200 S. Birch Road, Apt. 1011 Fort Lauderdale, FL 33316

ARTICLE XI

The officers of the corporation until the first meeting of the corporation's Board of Directors, or until successors are elected, shall be:

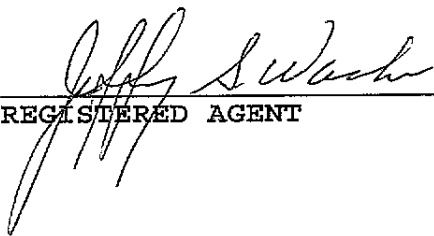
<u>NAME</u>	<u>OFFICE</u>
HOSHEDA MEHTA	President, Secretary and Treasurer

ARTICLE XII

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 at least a majority of the shares entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT

FILED
2002 APR -4 PM 3:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Donna S. Maciver
WITNESS: DOMINA S MACIVER

Hosheda Mehta
HOSHEDA MEHTA

Adriana Jisa
WITNESS: ADRIANA JISA

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared **HOSHEDA MEHTA**, to me well known to be the same person described in and who executed these Articles of Incorporation, and he acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true. He is personally known to me or has produced _____ as identification and he did/did not take an oath.

WITNESS my hand and seal this 3rd day of April, 2002.

Lisa D. Belenson
Notary Public, State of Florida
Print Name: Lisa D. Belenson
My Commission Expires: 8/10/02
Commission No. CC765902

