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Filing Evidence

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Retrieval Request

- ☐ Photocopy  
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Type of Document

- ☐ Certificate of Status  
☒ Certificate of Good Standing  
☐ Articles Only  
☐ All Charter Documents to Include Articles & Amendments  
☐ Fictitious Name Certificate  
☐ Other

2002 APR 18 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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8/4/18/02

**ARTICLES OF INCORPORATION**  
**OF**  
**JW MANAGING, INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation shall be JW Managing, Inc.

SECOND: The principal place of business and mailing address of this corporation shall be 1900 NW Corporate Boulevard, Suite 302E, Boca Raton, Florida 33431.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The sole purpose for which this corporation is formed is to act as the managing member of JW Advance, LLC, a Florida limited liability company (the "Company") and to engage in any activity and to exercise any powers permitted to corporations under the laws of the State of Florida that are incident, necessary and appropriate to accomplish the foregoing.

FIFTH: The aggregate number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

SIXTH: The name and street address of the initial directors of the corporation, who shall hold office until their successors are elected, are:

NAME AND ADDRESS

Jeffrey Weiss  
1900 NW Corporate Boulevard, Suite 302E  
Boca Raton, Florida 33431

Anthony Clemente  
9470 S.W. 116 ST.  
MIAMI, FLA.

SEVENTH: The name and address of the initial registered agent is:

Corporation Company of Miami  
201 S. Biscayne Boulevard  
1500 Miami Center (MLP)

Miami, Florida 33131

EIGHTH: The name and street address of the incorporator to these Articles of Incorporation is:

Mark L. Pateman, Esquire  
Shutts & Bowen LLP  
250 S. Australian Avenue, Suite 500  
West Palm Beach, Florida 33401

NINTH: The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

TENTH: Special Purpose Entity Provisions

1. Notwithstanding any other provision of this Certificate of Incorporation and any provision of law that otherwise so empowers the Corporation, so long as the first mortgage (the "First Mortgage") on the real property of the Company is outstanding, the Corporation may not, without the prior written consent of the holder of the First Mortgage, do any of the following:

(1) engage in any business or activity other than those set forth in Paragraph FOURTH of this Certificate of Incorporation; or

(2) incur any indebtedness or assume or guaranty any indebtedness.

2. So long as the First Mortgage is outstanding, the Corporation may not do any of the following:

(1) dissolve or liquidate, in whole or in part;

(2) consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity;

(3) withdraw as a Manager of the Company;

(4) amend or cause to be amended the organizational documents of the Corporation or the Company with respect to changing the sole purpose of the Corporation or the Company or the separateness covenants contained therein; or

(5) take any action that might cause the Corporation or the Company to become insolvent.

3. So long as the First Mortgage is outstanding, the board of directors of the Corporation (the "Board of Directors") may not do, or cause the Company to do, any of the following without the affirmative vote of 100% of the members of the Board of Directors, including the Independent Director (as hereinafter defined):

- (1) institute proceedings to be adjudicated bankrupt or insolvent;
  - (2) consent to the institution of bankruptcy or insolvency proceedings against it;
  - (3) file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy;
  - (4) seek or consent to the appointment of a receiver, liquidator, conservator, assignee, trustee, sequestrator, custodian or any other similar official of the Corporation or the Company or a substantial part of its properties;
  - (5) make any assignment for the benefit of creditors;
  - (6) admit in writing its inability to pay its debts generally as they become due;
  - (7) otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;
  - (8) take any corporate action in furtherance of any of the preceding actions;
  - (9) engage in transactions with affiliates; or
  - (10) except as otherwise provided herein, amend the organizational documents of the Corporation or the Company.
4. The Corporation shall, and shall cause the Company to:
- (1) maintain books and records separate from any other person or entity;
  - (2) maintain its bank accounts separate from any other person or entity;
  - (3) not commingle its funds and other assets with those of any other person or entity and hold all of its assets in its own name;
  - (4) maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliate or any other person or entity;
  - (5) not do any act which would make it impossible to carry its ordinary business;
  - (6) conduct its own business in its own name;

(7) maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;

(8) pay its own liabilities and expenses only out of its own funds;

(9) as appropriate for the organizational structure of the Corporation and the Company, observe all corporate and other organizational formalities;

(10) maintain an office through which its business will be conducted separate and apart from those of its affiliates and maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;

(11) pay the salaries of its own employees from its own funds;

(12) maintain a sufficient number of employees in light of its contemplated business operations;

(13) not guarantee or become obligated for the debts of any other entity or person;

(14) not hold out its credit as being available to satisfy the obligations of any other person or entity;

(15) not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;

(16) not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment-grade securities);

(17) allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;

(18) use separate stationery, invoices and checks bearing its own name;

(19) not pledge its assets for the benefit of any other person or entity;

(20) hold itself out as a separate entity;

(21) correct any known misunderstanding regarding its separate identity;

(22) not identify itself as a division or part of any other person or entity;

(23) maintain adequate capital in light of its contemplated business operations;

(24) be and remain solvent and pay its debt from its assets as the same shall become due;

(25) conduct and operate its business as presently conducted and operated; and

(26) not acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or other evidence of beneficial ownership of, any entity.

5. The Board of Directors of the Corporation shall at all times while the First Mortgage is outstanding include at least one Independent Director. An "Independent Director" shall mean a director of the Corporation who is not at the time of initial appointment and has not been at any time during the preceding five (5) years and shall not be at any time while serving as Independent Director: (a) a stockholder, director, officer, employee, partner or member of the Corporation or the Company or any affiliate of either of them; (b) a customer, supplier or other person who derives more than 10% of its purchases or revenues from its activities with the Corporation or the Company or any affiliate of either of them; (c) a person or other entity controlling or under common control with any such stockholder, director, officer, employee, partner, member, customer, supplier or other person; or (d) a member of the immediate family of any such stockholder, director, officer, employee, partner, member, customer, supplier or other person. (As used herein, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, policies or activities of a person or entity, whether through ownership of voting securities by contract or otherwise).

6. The Board of Directors of the Corporation shall be required to consider the interests of creditors of the Corporation and the Company in connection with all corporate action.

7. So long as the First Mortgage is outstanding, no transfer of any direct or indirect ownership interest in the Corporation such that the transferee owns more than a 49% interest in the Corporation (or such other interest as specified in the First Mortgage) may be made unless such transfer is conditioned upon the delivery of an acceptable Non-Consolidation Opinion (as defined below) to the holder of the First Mortgage and to any nationally recognized rating agency which has been requested by the holder of the First Mortgage or any transferee of such holder to rate any issue of securities issued in respect of a pool of mortgage loans which includes the loan secured by the First Mortgage (the "Certificates") and which is then rating, or expected to rate, such Certificates (individually, a "Rating Agency"), concerning, as applicable, the Corporation, the new transferee and/or their respective owners.

For purposes of this Paragraph, "Non-Consolidation Opinion" shall mean an opinion of counsel to the Company (reasonably satisfactory to the holder of the First Mortgage and each Rating Agency in form and substance, from counsel reasonably satisfactory to the holder of the First Mortgage and each Rating Agency and containing assumptions, limitations and qualifications customary for opinions of such type) to the effect that a court of competent jurisdiction in a proceeding under the United States Bankruptcy Code would not consolidate the assets and liabilities of the Corporation with those of any shareholder or affiliate thereof which became a debtor under the United States Bankruptcy Code, and if applicable to the Company, that any such transfer would not be a fraudulent conveyance under the United States Bankruptcy Code.

8. So long as the First Mortgage is outstanding, without the prior written consent of the holder of the First Mortgage and the vote of one hundred percent (100%) of the members of the Board of Directors, including the Independent Director, the Corporation may not amend, alter, change or repeal Paragraphs FOURTH or TENTH of this Certificate of Incorporation.

IN WITNESS WHEREOF, this Certificate of Incorporation has been executed this 10th day of April, 2002, by the undersigned who affirms that the statements contained herein are true under the penalties of perjury.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on this 10th day of April, 2002.

  
Mark L. Pateman, Esquire  
INCORPORATOR

STATE OF FLORIDA                    )  
  ) ss.:  
COUNTY OF PALM BEACH            )

The foregoing instrument was acknowledged before me this 10 day of April, 2002, by Mark L. Pateman, who is personally known to me or who has produced a valid \_\_\_\_\_ driver's license as identification.

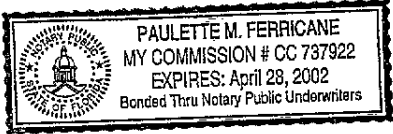
OFFICIAL NOTARIAL SEAL:

Paulette M. Ferricane

\_\_\_\_\_  
(type, print, or stamp name)  
Notary Public

My Commission Expires:

Commission No.: \_\_\_\_\_





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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation 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 JW Managing, Inc.
2. The name and address of the registered agent and office is:

Corporation Company of Miami  
201 S. Biscayne Boulevard  
1500 Miami Center (MLP)  
Miami, Florida 33131

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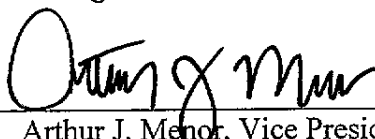
  
\_\_\_\_\_  
Signature of Corporate Officer

Title: President

Date: 4/15/02

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 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.

CORPORATION COMPANY OF MIAMI  
Registered Agent

By:   
\_\_\_\_\_  
Arthur J. Menor, Vice President

Date: 4.17.02