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ACCOUNT NO. : 072100000032

REFERENCE : 568904 7223174

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pijet*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2002 MAY -7 PM 12:46

FILED

ORDER DATE : May 7, 2002

ORDER TIME : 2:26 PM

ORDER NO. : 568904-010

CUSTOMER NO: 7223174

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CUSTOMER: Mercedes Padin, Esq  
Buchanan Ingersoll, P.c.

Suite 606  
19495 Biscayne Blvd  
Aventura, FL 33180

*[Signature]*

DOMESTIC FILING

NAME: SILVER CROSSING CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

DIVISION OF REGISTRATION

02 MAY -7 PM 3:04

RECEIVED

*[Signature]* 5/8/02

ARTICLES OF INCORPORATION  
OF

SILVER CROSSING CENTER, INC.

2002 MAY -7 PM 12:46

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is SILVER CROSSING CENTER, INC.

SECOND: The street address of the principal office of the corporation is 20636 Biscayne Blvd., Aventura, FL 33180.

The mailing address of the corporation is 20636 Biscayne Blvd., Aventura, FL 33180.

THIRD: The number of shares that the corporation is authorized to issue is 1,000 shares, all of which are without par value and are of the same class and are Common shares.

FOURTH: The initial registered office of the corporation in the State of Florida is Daniel Halberstein. The address of the initial registered agent is: 20636 Biscayne Blvd., Aventura, FL 33180.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

NAME

ADDRESS

Daniel Halberstein

20636 Biscayne Blvd.  
Aventura, Florida 33180

SIXTH: The Corporation's business and purpose shall consist solely of the following:

(i) To acquire a general partnership interest in and act as the general partner of Silver Crossing Center, Ltd. (the "Partnership"), which is engaged solely in the ownership, operation and management of the real estate project known as Silver Crossing Shopping Center located in Lakeland, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Limited Partnership Agreement; and

(ii) to engage in such other lawful activities permitted to corporations by the laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

SEVENTH: Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article Sixth or cause or allow the Partnership to engage in any business or activity other than as set forth in its Limited Partnership Agreement;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the acquisition of the Property (the "Mortgage") and normal trade accounts payable in the ordinary course of business;
- (iii) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;
- (iv) dissolve or liquidate, in whole or in part;
- (v) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;
- (vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (vii) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;
- (viii) with respect to the Corporation or the Partnership, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or

insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or the Partnership or a substantial part of property of the Corporation or the Partnership, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action;

- (ix) amend, alter or modify Articles Sixth, Seventh or Eighth of the Articles of Incorporation of the Corporation or approve an amendment of Article II of the Partnership Agreement governing the Partnership; or
- (x) withdraw as general partner of the Partnership.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage so long as it is outstanding, take any action set forth in items (i) through (vii) and items (ix) and (x).

EIGHTH: The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

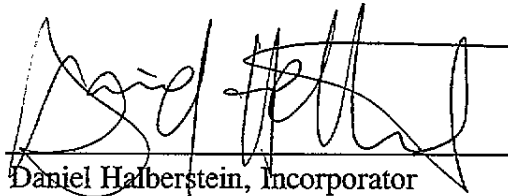
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

NINTH: The duration of the corporation shall be perpetual.

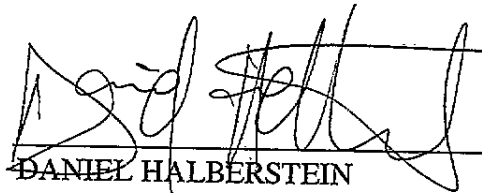
TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: The corporate existence of the corporation shall begin upon the filing of these Articles of Incorporation.

Signed on May 6, 2002.

  
Daniel Halberstein, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.



DANIEL HALBERSTEIN

Date: May 6, 2002

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TALLAHASSEE FLORIDA