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From:

Account Name : BROAD AND CASSEL (BOCA RATON)  
Account Number : 076376001555  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**YAMATO-DIXIE ASSOCIATES, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
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| Estimated Charge      | \$70.00 |

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**YAMATO-DIXIE ASSOCIATES, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I.**

The name and address of this Corporation shall be: YAMATO-DIXIE ASSOCIATES, INC., 7777 Glades Road, Suite 310, Boca Raton, Florida 33434, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE II.**

The purpose of the Corporation shall be limited to serving as the managing member of Yamato-Dixie Associates, LLC a Florida limited liability company (the "Property Owner") and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind in its capacity as managing member of the Property Owner except for the Property Owner's mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of the Property Owner's first mortgage lender and its successors and assigns with respect to the Indebtedness ("Lender") and trade payables incurred in the ordinary course of business.

**ARTICLE III.**

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

| NUMBER OF SHARES<br>AUTHORIZED | PAR VALUE<br>PER SHARE | CLASS OF<br>STOCK |
|--------------------------------|------------------------|-------------------|
| 1,000                          | \$0.01                 | Common            |

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

**ARTICLE IV.**

This Corporation shall exist perpetually unless sooner dissolved according to law

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#### ARTICLE V.

The registered office of this Corporation shall be 7777 Glades Road, Suite 310, Boca Raton, Florida 33434, until changed pursuant to the applicable law. The registered agent at that address shall be Douglas R. Feurring, until changed pursuant to applicable law.

#### ARTICLE VI.

The Corporation shall have two (2) directors initially. The name and address of the initial directors of the Corporation, who shall each hold office for the first year or until his successor is duly elected and qualified, is:

| <u>NAME</u>         | <u>ADDRESS</u>   |
|---------------------|--|
| Robert J. Schmier   | 7777 Glades Road, Suite 310<br>Boca Raton, Florida 33434 |
| Douglas R. Feurring | 7777 Glades Road, Suite 310<br>Boca Raton, Florida 33434 |

#### ARTICLE VII.

The name and address of the Incorporator is: Douglas R. Feurring, 7777 Glades Road, Suite 310, Boca Raton, Florida 33434.

#### ARTICLE VIII.

The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors is required to take or cause the Property Owner to take any of the following actions:

- (a) causing the Corporation or the Property Owner to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation or the Property Owner under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation or the Property Owner adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Property Owner;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the

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Corporation or the Property Owner of its debts under any federal or state law relating to bankruptcy;

(f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Property Owner or a substantial portion of the properties of the Corporation or the Property Owner;

(g) making any assignment for the benefit of the Corporation's or the Property Owner's creditors; or

(h) taking any action or causing the Corporation or the Property Owner to take any action in furtherance of any of the foregoing.

2. For so long as the Indebtedness is outstanding, the Corporation shall not:

(a) amend the Articles of Incorporation or permit the Property Owner to amend its Articles of Organization or Operating Agreement;

(b) engage in any business activity other than as set forth in Article II;

(c) withdraw as the manager or as a member of the Property Owner;

(d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets or cause the Property Owner to dissolve, liquidate consolidate, merge, or sell all or substantially all of its assets; and

(e) transfer its interest or a portion thereof in the Property Owner, except as expressly permitted under the loan documents executed in connection with the Indebtedness.

3. The Corporation shall, and the Corporation shall require the Property Owner to:

(a) not commingle its assets with those of any other entity and hold its assets in its own name;

(b) conduct its own business in its own name;

(c) maintain bank accounts, books, records, accounts, financial statements and tax returns separate from any other entity;

(d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;

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

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

(g) observe all corporate or other organizational formalities;

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- (h) maintain an arm's length relationship with its affiliates and enter into transactions with affiliates on a commercially reasonable basis;
- (i) pay the salaries of its own employees from its own funds and maintain a sufficient number of employees in light of 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 affiliates or shareholders;
- (l) not make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity;
- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices, and checks;
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate legal entity distinct from any other entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of the other.

4. The Board of Directors is to consider the interests of the Corporation's creditors and the Property Owner's creditors in connection with all corporate actions.

#### ARTICLE IX.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

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ARTICLE X.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law; provided, however, that any and all Corporation obligations to indemnify its directors and officers shall not constitute a claim against the Corporation, as long as the Indebtedness is outstanding.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 18 day of June, 2002.



Douglas R. Feuring

#95106.2

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with the laws of the State of Florida, the following is submitted:

FIRST -- That YAMATO-DIXIE ASSOCIATES, INC., organized under the laws of the State of Florida, has designated 7777 Glades Road, Suite 310, Boca Raton, Florida 33434, as the place of business for the service of process within this state.

SECOND -- That the above corporation has named Douglas R. Feurning as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 18 day of June, 2002.

  
\_\_\_\_\_  
Douglas R. Feurning,  
Registered Agent

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