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ACCOUNT NO. : 072100000032

REFERENCE : 662972 82866A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 15 PM 12:20

FILED

ORDER DATE : July 15, 2002

ORDER TIME : 1:10 PM

ORDER NO. : 662972-005

CUSTOMER NO: 82866A

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CUSTOMER: Mr. Craig B. Hill
Clark, Campbell & Mawhinney,
P.a.
Suite 800
500 South Florida Avenue
Lakeland, FL 33801

DOMESTIC FILING

NAME: KEENE PLAZA MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

7-16-02
[Signature]
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KEENE PLAZA MANAGEMENT, INC.**

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

ARTICLE I. NAME

The name of this corporation is:

KEENE PLAZA MANAGEMENT, INC.

ARTICLE II. PERMITTED BUSINESSES AND ACTIVITIES

This corporation is to act as the general partner of Anchor - Keene Plaza, Ltd., a Florida limited partnership (the "Partnership"). The corporation shall have the power to take any and all other actions and do all things whatsoever necessary or desirable in connection with the foregoing, as permitted by federal, state or local law which the corporation is or becomes subject to by reason of its operation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$0.01 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. A holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for (i) any of the corporation's authorized but unissued stock of any class, (ii) any of the corporation's treasury stock, (iii) any additional stock of any existing or newly created class resulting from an increase in the

corporation's authorized capital stock or (iv) any bonds, certificates of indebtedness, debentures or other securities issued by the corporation, prior to purchase by any new purchaser, if such stock or securities are issued for cash, prorata, based on such shareholder's percentage of ownership of stock in the corporation.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V. INITIAL REGISTERED AGENT

The street address of the initial registered agent of the corporation in the State of Florida is, 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801, and the name of the corporation's initial registered agent at that address is H. Adam Airth, Jr.

ARTICLE VI. PRINCIPAL OFFICE

The initial principal office of the Corporation is 500 South Florida Avenue, Suite 700, Lakeland, Florida 33801. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the director, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such

other powers of the corporation, all of which are not inconsistent with these Articles, any bylaws that may be adopted by the shareholders or any shareholders' agreement.

ARTICLE IX. ORIGINAL DIRECTORS

The name and street address of the sole member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Lawrence W. Maxwell	500 South Florida Avenue Suite 700 Lakeland, Florida 33801

The sole Member of the first Board of Directors shall serve until his successors are elected or appointed and have qualified.

ARTICLE X. INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Lawrence T. Maxwell	500 South Florida Avenue Suite 700 Lakeland, Florida 33801

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

ARTICLE XI. LENDER REQUIREMENTS

During any period in which the Partnership has an outstanding loan from GMAC Commercial Mortgage Corporation, a California corporation, its successors or assigns (collectively referred to hereinafter as "GMAC"), the following provisions shall apply and every other provision contained in these Articles of Incorporation, the corporation's Bylaws, and any other governing

document of the corporation shall be interpreted, to the greatest extent possible, consistently herewith, and to the extent any such provision cannot be consistently interpreted the following provisions shall control:

A. Borrowing. The corporation will not borrow funds or incur any indebtedness except indebtedness to GMAC, liabilities incurred in the ordinary course of business of the corporation relating to its services as general partner of the Partnership, as may be required to fulfill the corporation's obligations under the limited partnership agreement governing the Partnership, and as otherwise approved by GMAC.

B. GMAC Limitations. The corporation shall not dissolve, liquidate, consolidate, merge, sell all or substantially all of the corporation's assets, or amend these Articles of Incorporation without the prior approval of GMAC, which approval may not be unreasonably withheld.

C. Corporate Actions. The members of the corporation's board of directors shall consider the interests of the creditors of the corporation in connection with all corporate actions.

D. Separateness Covenants. The corporation hereby covenants and agrees:

- (1) the corporation shall maintain its books and records separate from any other person or entity;
- (2) the corporation shall maintain its accounts separate from any other person or entity;
- (3) the corporation shall not commingle its assets with those of any other person or entity;
- (4) the corporation shall conduct its business in the name of the corporation;

- (5) the corporation shall maintain separate financial statements from any other person or entity;
- (6) the corporation shall pay corporate liabilities from corporate funds;
- (7) the corporation shall observe all corporate formalities;
- (8) the corporation shall maintain an arm's-length relationship with its affiliates;
- (9) the corporation shall pay the salaries of corporation employees and shall maintain a sufficient number of corporation employees to operate the corporation's business;
- (10) the corporation shall not guarantee or become obligated for the debts of any other entity except the Partnership or hold out its credit as being available to satisfy the obligations of others;
- (11) the corporation shall not acquire obligations or securities of its shareholders, directors or officers;
- (12) the corporation shall ensure that any overhead or costs for shared office space and employees is allocated fairly and reasonably;
- (13) the corporation shall use separate stationery, invoices and checks;
- (14) the corporation shall not pledge its assets for the benefit of any other entity or make loans or advances to any entity, except the Partnership, without the consent of GMAC, which consent may not be unreasonably withheld;
- (15) the corporation shall, at all times, hold itself out as a separate entity;
- (16) the corporation shall take all necessary and appropriate action to correct

- any known misunderstanding regarding its separate identity; and
- (17) the corporation shall maintain adequate operating capital, as determined by the board of directors in its sole and absolute discretion, taking into account the corporation's contemplated business operations.

ARTICLE XII. AMENDMENTS

Subject to the foregoing provision, the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting in accordance with the law and any shareholders' agreement.

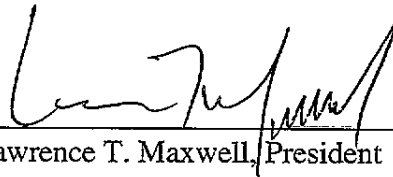


Lawrence T. Maxwell, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

That KEENE PLAZA MANAGEMENT, INC., with its principal office as indicated in
the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, and has
named H. Adam Airth, Jr. of Clark, Campbell & Mawhinney, P.A., 500 South Florida Avenue,
Suite 800, Lakeland, Polk County, Florida 33801, as its agent to accept service of process within
this state.




Lawrence T. Maxwell, President

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity and agree to comply with
the provision of said act relative to keeping open said office. I am familiar with and accept the
obligations of Florida Statutes, §607.0501.



H. Adam Airth, Jr., Registered Agent