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FLORIDA PROFIT CORPORATION OR P.A.

MOTEK SILVER BLUE CORP.

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Page Count	11
Estimated Charge	\$78.75

11-6-02
[Signature]



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 6, 2002

YOUR CAPITAL CONNECTION, INC.

SUBJECT: MOTEX SILVER BLUE CORP.
REF: W02000031793

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MOTEK SILVER BLUE CORP.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is MOTEK SILVER BLUE CORP. The street and mailing address for the corporation is 19101 Mystic Point Drive, Suite 280B, Aventura, Florida 33180.

ARTICLE II CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing; provided that if such day not be authorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized is limited solely to:

1. being the managing member of 108 Silver Blue Lake Apartments LLC, a Florida limited liability company ("SBLA LLC"); and
2. acting as, and exercising all of the authority of the managing member of SBLA LLC; and
3. the transacting of any and all lawful business as provided by Florida Statutes, Chapter 607, Florida Business Corporation Act, as it exists on the date hereof or as it may hereafter be amended, that is incident, necessary and appropriate to accomplish the foregoing.

ARTICLE IV- RESTRICTIONS

Restrictions on Corporate Powers. The corporation, for so long as the Loan [defined below] is outstanding, shall not:

1. incur indebtedness except for the liability the corporation has as the managing member of SBLA LLC arising out of that certain Note and Mortgage Assumption Agreement (the "Assumption Agreement") entered into by SBLA LLC with Wells Fargo Bank Minnesota, National Association, f/k/a Norwest Bank Minnesota, National Association, as Trustee for the Registered Holders of First Union Commercial Mortgage Trust, Commercial Mortgage Pass-Through Certificates, FUNB Series 1999-C1 (the "Trust, together with its successors and/or assigns the "Lender") evidencing an indebtedness in the original principal amount of \$3,845,000.00 ("Loan");
2. engage in any dissolution, liquidation, consolidation, merger or sale of assets, or cause SBLA LLC to do any of the foregoing ; and
3. enter into transactions with affiliates that are not on an arms length basis and on commercially reasonable terms;

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4. act or omit to act in any way which would result in the corporation being unable or incapable of serving in the capacity of the managing member of the SBLA LLC

ARTICLE V-COVENANTS

5.1 Affirmative Covenants. For so long as the Loan remains outstanding, the corporation shall and shall cause SBLA LLC, as the managing member thereof, to:

- A. maintain books and records separate from any other person or entity
- B. maintain its bank accounts separate from any other person or entity
- C. hold its assets in its own name
- D. conduct its own business in its own name;
- E. maintain separate financial statements showing its assets and liabilities separate and apart from those of any other person or entity;
- F. pay its liabilities and expenses only out of its own funds;

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- G. observe all organizational formalities of their respective organizational structures, as a corporation or limited liability company;
- H. use separate stationery, invoices and checks bearing its own name;
- I. hold itself out as a separate entity;
- J. correct any known misunderstanding regarding its separate identity;
- K. maintain adequate capital in light of its contemplated business operations;
- L. maintain an arm's length relationship with affiliates;
- M. enter into transactions with affiliates only on a commercially reasonable basis;
- N. pay the salaries of its own employees from its own funds;
- O. employ a sufficient number of employees to adequately handle its contemplated business operations; and
- P. fairly and reasonably allocate overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate.

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5.2 Negative Covenants. At all times while the Loan remains outstanding, the corporation shall not and shall cause SBLA LLC, as the managing member thereof, not to:

- A. guarantee or become obligated for the debts of any other entity or person;
- B. hold out its credit as being available to satisfy the obligations of any other person or entity;
- C. commingle its assets with those of any other person or entity;
- D. acquire the obligations or securities of its affiliates or owners, including members;
- E. make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment grade securities);
- F. pledge its assets for the benefit of any other person or entity; and
- G. identify itself as a division of any other person or entity.

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ARTICLE VI-TRANSFER OF INTEREST

Notwithstanding anything contained herein or as otherwise provided by applicable law or statute, to the contrary, so long as any portion of the Loan remains outstanding, any transfer of any direct or indirect ownership interest in the corporation, either as a result of a sale, conveyance, pledge, or assignment of any shares of capital stock or otherwise, is subject to the prior consent of the Lender, if required by and in accordance with the terms of the Loan Documents.

ARTICLE VII- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE VIII-INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is Neal L. Sandberg. The street address of the initial principal office for the initial registered agent is 2350 Biscayne Boulevard, Miami, Florida, 33137.

ARTICLE IX- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE X-INITIAL BOARD OF DIRECTORS

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10.1 *Composition.* The initial Board of Directors of this corporation shall be comprised of:

1. Mr. Hillel Bronstein as President, Treasurer and Director
Address: 19101 Myotic Point Drive, Suite 2508, Aventura, Florida 33180

Mr. Zvi Shiff as Vice President, Secretary and Director
Address: 21167 NE 33rd Avenue, Aventura, Florida 33180

The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

10.2 *Required Consents.* The unanimous consent of all of the directors is required for the corporation to, and for the corporation , as the special purpose member of SBLA LLC, to cause SBLA LLC, to:

1. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;

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2. Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Borrower or a substantial portion of either of their properties;
3. Make any assignment for the benefit of the creditors of the corporation or SBLA LLC; or
4. Take any action in furtherance of any of the foregoing.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Neal L. Sandberg, 2650 Biscayne Boulevard, Miami, Florida 33137, and the name and address of the person signing these Articles of Incorporation as Registered Agent is Neal L. Sandberg, 2650 Biscayne Boulevard, Miami, Florida 33137.

ARTICLE XII - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation. The corporation acting through its Board and/or the shareholders shall not amend, alter or repeal any By-Law that contains or establishes one of the Required Provisions imposed upon the corporation by Lender without

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approval of such amendment by Lender. For purposes hereof and Article XIV below, a required provision includes the provisions contained in Articles III, IV, V, VI, X, XII, XIV and XV [collectively the "Required Provisions"].

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation. Notwithstanding the foregoing in no event shall the corporation or any of its shareholders act or omit to act in any manner that would amend or repeal any of the Required Provisions imposed upon the corporation by Lender without the approval of Lender.

ARTICLE XV - SUBORDINATION

Any obligation which the corporation may owe to any of its officers, directors, partners, members, shareholders or affiliates [collectively, "Interested Parties"], whether characterized as a salary, fee or indemnification, shall not constitute a claim against the corporation, until and shall be subject to and fully subordinate to the prior payment in full of the Loan, provided however, so long as no Default or Event of Default exists under the Loan Documents to the

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extent the corporation has cash flow or other available liquid assets (exclusive of any of reserve accounts to be maintained under the Loan Documents) in excess of the amount necessary to make current payments on principal and interest due under the Loan Documents, the corporation may pay when due (without any acceleration caused by the corporation, the scheduled obligations due to the Interest Parties of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5 day of November, 2002.



Neal L. Sandberg
Incorporator

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CAPITAL CONNECTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of sections 607.0501, Florida Statutes, the below named 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 Motek Silver Blue Corp.
2. The name and address of the registered agent and office is:

Neal L Sandberg
2630 Biscayne Boulevard
Miami, Florida 33137

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 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.


Neal L. Sandberg
Registered Agent

Date: November 5, 2002

first Articles of Incorporation Motek Silver Blue 1100002

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