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Division of Corporations

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Account Name : SIEGFRIED, KIPNIS, RIVERA, LERNER, DE LA TORRE & MOCA  
Account Number : 076424000767  
Phone : (305) 442-3334  
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FLORIDA PROFIT CORPORATION OR P.A.

SEVENTH AVENUE LEASEHOLD, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION  
OF  
SEVENTH AVENUE LEASEHOLD, INC.**

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03 MAR 24 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is: SEVENTH AVENUE LEASEHOLD, INC.

**ARTICLE II - PURPOSE**

The purpose for which the corporation is organized, subject to the provisions of Section 607.0301 of the Florida Business Corporation Act, is solely to acquire, manage, own and hold a fifty percent (50%) interest in 11010 Seventh Avenue Investments, L.L.C., a Florida limited liability company (the "Company") and to act as the Managing Member in such Company with all of the rights, powers, obligations and liabilities of managing member under the operating agreement of such Company (the "Operating Agreement") and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same.

Mirta M. Iglesias-Thomas  
201 Alhambra Circle  
Suite 1102  
Coral Gables, Florida 33134  
(305) 442-3334

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### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7,500) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

### **ARTICLE IV - PRE-EMPTIVE RIGHTS**

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

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#### **ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE VI - ADDRESS**

The initial address of the principal office of this corporation is to be 48 East Flagler Street, Suite 379, Miami, Florida 33131. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

#### **ARTICLE VII - DIRECTORS**

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

#### **ARTICLE VIII- INITIAL DIRECTORS**

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

SALOMON GOLD

48 East Flagler Street, Suite 379  
Miami, Florida 33131

#### **ARTICLE IX - INITIAL OFFICERS**

The name and address of the first Officers and Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

SALOMON GOLD  
President/Secretary

48 East Flagler Street, Suite 379  
Miami, Florida 33131

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#### **ARTICLE X - INCORPORATOR**

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

Mirta M. Iglesias-Thomas  
201 Alhambra Circle - Suite 1102  
Coral Gables, Florida 33134

#### **ARTICLE XI - CONFLICT OF INTEREST**

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

#### **ARTICLE XII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Notwithstanding anything to the contrary, the corporation may not amend Article XVI and Paragraphs 17.1 and 17.2 hereof, so long as any indebtedness remains outstanding to the Holder by the corporation or the Company, unless the Holder consents to such amendment in writing. Such consent of the Holder is a prerequisite to such

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amendment becoming effective.

#### **ARTICLE XIII - ADDRESS OF REGISTERED OFFICE**

The initial street address of the registered office of this corporation is to be 201 Alhambra Circle, Suite 1102, Coral Gables, Florida 33134. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

#### **ARTICLE XIV - SERVICE OF PROCESS**

All legal service shall be made upon SKRLD, INC., the Registered Agent, at 201 Alhambra Circle, Suite 1102, Coral Gables, Florida 33134.

#### **ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

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#### **ARTICLE XVI - SEPARATENESS**

The corporation shall at all times observe the applicable legal requirements for the recognition of the corporation as a legal entity separate from any other members of the Company ("Members") and Affiliates (as defined below), including, without limitation, as follows:

(a) The corporation shall use its own separate stationery, invoices and checks which reflects its separate address, telephone number and facsimile number, as appropriate.

(b) The corporation shall maintain its corporate records and books and accounts separate from those of any Affiliate or any other entity. The corporation shall prepare unaudited quarterly and annual financial statements, and the corporation's financial statements shall substantially comply with generally accepted accounting principles.

(c) The corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.

(d) The corporation shall hold itself out to the public (including any Affiliate's creditors) under the corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate.

(e) All customary formalities regarding the corporate existence of the corporation, including holding meetings of or obtaining the consent of its Board of Directors, as appropriate, and its stockholders and maintaining current and accurate minute books separate from those of any Affiliate, shall be observed.

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(f) The corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. No Affiliate shall be appointed or act as agent of the corporation.

(g) Investments shall be made in the name of the corporation directly by the corporation or on its behalf by brokers engaged and paid by the corporation or its agents.

(h) Except as required by UBS Warburg Real Estate Investments Inc. or its successors or assigns (collectively, the "Holder"), the corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any Member or any Affiliate, nor shall it make any loan, except as permitted in the Operating Agreement.

(i) The corporation is and will be solvent and shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets.

(j) Assets of the corporation shall be separately identified, maintained and segregated. The corporation's assets shall at all times be held by or on behalf of the corporation and if held on behalf of the corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and it shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate.

(k) The corporation shall not take any action if, as a result of such action,

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the corporation would be required to register as an investment company under the Investment Company Act of 1940, as amended.

(l) The corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

(m) All data and records (including computer records) used by the corporation or any Affiliate in the collection and administration of any loan shall reflect the corporation's ownership interest therein.

(n) None of the corporation's funds shall be invested in securities issued by any Affiliate.

"Affiliate" means any person or entity other than the corporation (i) which owns beneficially, directly or indirectly, more than fifty percent (50%) of the outstanding shares of the common stock or which is otherwise in control of the corporation, (ii) of which more than fifty percent (50%) of the outstanding voting securities are owned beneficially, directly or indirectly, by any person or entity described in clause (i) above, or (iii) which is controlled by any person or entity described in clause (i) above; provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

#### **ARTICLE XVII - INSOLVENCY; DISSOLUTION**

17.1 The corporation shall not, without the affirmative vote of one hundred percent (100%) of the Board of Directors, institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable

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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 a substantial part of its property; 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 any corporate action in furtherance of any such action.

17.2 Additionally, the corporation shall not, without the affirmative vote of one hundred percent (100%) of the Board of Directors, (a) liquidate or dissolve the corporation in whole or in part, (b) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity and (c) amend or modify these Articles of Incorporation.

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IN WITNESS WHEREOF, the foregoing Articles of Incorporation were  
executed this 24<sup>th</sup> day of MARCH, 2003.

By: Mirta M. Iglesias Thomas  
Mirta M. Iglesias Thomas, Incorporator

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of March,  
2003, by MIRTA M. IGLESIAS-THOMAS. She is personally known to me.

Signature: [Signature]  
NAME: DIAN A. HEW  
Title:  
Serial No.:  
My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: SEVENTH AVENUE LEASEHOLD, INC., WITH ITS PRINCIPAL PLACE  
OF BUSINESS AT 48 EAST FLAGLER STREET, SUITE 379, CITY OF MIAMI, STATE OF  
FLORIDA, HAS NAMED SKRLD, INC., LOCATED AT 201 ALHAMBRA CIRCLE, SUITE  
1102, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS.

DATED: March 24, 2003.

*Mirta M. Iglesias Thomas*  
Mirta M. Iglesias-Thomas,  
Incorporator

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SECRET  
TALLAHASSEE  
FLORIDA

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 I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

DATED: March 24, 2003.

SKRLD, INC., Registered Agent

By: *Oscar R. Rivera*  
OSCAR R. RIVERA  
Florida Bar No:30489