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**FLORIDA PROFIT CORPORATION OR P.A.**

**Duval Station Management, Inc.**

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2/10/04

**ARTICLES OF INCORPORATION**  
**OF**  
**DUVAL STATION MANAGEMENT, INC.**  
**In compliance with Chapter 607, Florida Statutes**

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**ARTICLE I: NAME**

The name of the Corporation shall be Duval Station Management, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 8 Industrial Way East, 2<sup>nd</sup> Floor, Eatontown, New Jersey 07724.

**ARTICLE III: PURPOSE**

To engage in any lawful act or activity for which corporations may be organized under the Florida Statutes. Notwithstanding the foregoing, until all obligations of Duval Station Acquisition, LLC are fully performed under that certain Amended and Restated Renewal Mortgage and Security Agreement (the "Mortgage") between Duval Station Acquisition, LLC and Bear Stearns Commercial Mortgage, Inc. (the "Lender") securing a loan in the original principal amount of Eight Million (\$8,000,000.00) Dollars, the Corporation shall be a single purpose entity. As a single purpose entity, the Corporation has not and shall not: (a) engage in any business or activity other than that of Manager of Duval Station Acquisition, LLC and activities incidental thereto; (b) acquire or own any material assets other than such incidental personal property as may be necessary to serve as the Manager of Duval Station Acquisition, LLC; (c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case the consent of the Lender; (d) fail to preserve its existence as

an entity duly organized, validly existing and in good standing under the laws of the State of Florida, or without the prior written consent of Lender, amend, modify, terminate or fail to comply with this Article III of the Corporation's Articles of Incorporation; (e) own any subsidiary or make any investment in, any person or entity without the consent of Lender; (f) commingle its assets with the assets of any of its shareholder, affiliates, principals or of any other person or entity; (g) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), except with respect to trade payables in the ordinary course of its business of being the Manager of Duval Station Acquisition, LLC, provided that such debt is paid within sixty (60) days of when incurred; (h) become insolvent and fail to pay its debts and liabilities from its assets as the same shall become due; (i) fail to maintain its records, books of account financial statements and bank accounts separate and apart from those of the stockholder, principals and affiliates of Corporation, the affiliates of the shareholder of Corporation, and any other person or entity; (j) enter into any contract or agreement with any stockholder, principal or affiliate of Corporation, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any stockholder, principal or affiliate of Corporation; (k) seek the dissolution or winding up in whole, or in part, of Corporation; (l) maintain its assets in such a manner that it will be costly or difficult to segregate, ascertain or identify its individual assets from those of any stockholder, principal or affiliate of Corporation, or any stockholder, principal or affiliate thereof or any other person; (m) hold itself out to be responsible for the debts of another person; (n) pledge its assets for the benefit of or make any loans or advances to any third party, including any stockholder, principal or affiliate of Corporation, or any stockholder, principal or affiliate thereof; (o) fail to file its own tax returns; (p) fail either to hold itself out to the public as a legal

entity separate and distinct from any other entity or person or to conduct its business solely in its own name in order not (i) to mislead others as to the identity with which such other party is transacting business, or (ii) to suggest that Corporation is responsible for the debts of any third party (including any stockholder, principal or affiliate of Corporation, or any stockholder, principal or affiliate thereof); (q) fail to maintain adequate capital from existing cash flow for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations; (r) file or consent to the filing of any petition, either voluntary or involuntary (except if caused by Lender), to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, or make an assignment for the benefit of creditors; or (s) allow Duval Station Acquisition, LLC to violate any provision of Article III of its Articles of Organization or Sections 1.1 and 5.1 of its Operating Agreement.

#### **ARTICLE IV: BOARD OF DIRECTORS**

The Board of Directors require unanimous consent among the individual directors, in order to (a) 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 debt or the protection of debtor generally, file a bankruptcy or insolvency petition or otherwise institute insolvency proceedings; (b) seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of its property; (c) make an assignment for the benefit of the creditors of the Corporation; or (d) take any action in furtherance of any of the foregoing.

**ARTICLE V: SHARES**

The number of shares of stock that this Corporation shall have the authority to issue is One Hundred (100), and the par value of each such share is One Cent (\$0.01).

**ARTICLE VI: INITIAL OFFICERS AND/OR DIRECTORS**

<u>Name</u>	<u>Address</u>	<u>Title</u>
Daniel Massry	8 Industrial Way East, 2 <sup>nd</sup> Floor Eatontown, NJ 07724	Director, President
Mark Massry	8 Industrial Way East, 2 <sup>nd</sup> Floor Eatontown, NJ 07724	Director, Vice President/Treasurer
Isaac Massry	8 Industrial Way East, 2 <sup>nd</sup> Floor Eatontown, NJ 07724	Director, Vice President/Secretary

**ARTICLE VII: REGISTERED AGENT**

The name and Florida street address of the registered agent is Michael N. Schneider, Esq., c/o Ansbacher & Schneider, 5150 Belfort Road South, Building 100, Jacksonville, FL 32256.

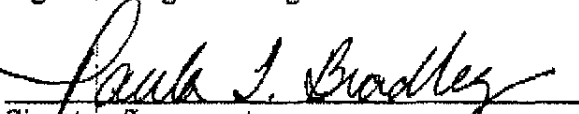
**ARTICLE VIII: INCORPORATOR**

The name and mailing address of the Incorporator is as follows: Paula T. Bradley, Paralegal, c/o McCausland, Keen & Buckman, 259 North Radnor-Chester Road, Suite 160, Radnor Court, Radnor, PA 19087-5240

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature/Registered Agent

February 9, 2004

  
\_\_\_\_\_  
Signature/Incorporator

February 6, 2004

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