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From:  
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## FLORIDA PROFIT CORPORATION OR P.A.

MDI Manager, Inc.

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**ARTICLES OF INCORPORATION**

**OF**

**MDI MANAGER, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation shall be: MDI Manager, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business of the corporation shall be:

c/o 2606 South Horseshoe Drive  
Naples, Florida 34104

**ARTICLE III**

**PURPOSE**

This Corporation's business and purpose shall consist solely of the following:

A. To acquire a membership interest in and act as a member of Metro-Daniels Investors, LLC, a Florida limited liability company (the "LLC"), which is engaged solely in the ownership, operation and management of the real estate project known as Fifth Third Bank Center located in Lee County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the LLC's Operating Agreement; and

B. To engage in such other lawful activities permitted to corporations by the laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

**ARTICLE IV**

**SHARES**

The authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock with a par value of \$0.01 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or

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restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

**ARTICLE V  
NUMBER OF DIRECTORS**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected are as follows:

Jack J. Antaramian  
365 Fifth Avenue South, Suite 201  
Naples, FL 34102

F. Fred Pezeshkan  
2606 South Horseshoe Drive  
Naples, FL 34104

**ARTICLE VII  
OFFICERS**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

**ARTICLE VIII  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Richard C. Grant, Esquire,  
Grant, Fridkin, Pearson, Athan & Crown, P.A.,  
Pelican Bay Corporate Centre,  
5551 Ridgewood Drive, Suite 501,  
Naples, Florida 34108

**ARTICLE IX  
SPECIAL PROVISIONS**

A. LIMITATIONS. Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

(i) engage in any business or activity other than those set forth in Article III, above, or cause or allow the LLC to engage in any business or activity other than as set forth in its Operating Agreement;

(ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the refinancing of the Property (the "Mortgage"), indebtedness permitted thereunder and normal trade accounts payable in the ordinary course of business;

(iii) cause the LLC to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;

(iv) dissolve or liquidate, in whole or in part;

(v) cause or consent to the dissolution or liquidation, in whole or in part, of the LLC;

(vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

(vii) cause the LLC to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;

(viii) with respect to the Corporation or the LLC, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable 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 the LLC or a substantial part of property of the Corporation or the LLC, 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 corporate action in furtherance of any such action; amend Articles III or IX (A) or (B) of these Articles of Incorporation or approve an amendment to Articles III (3.1) or XIII of the Operating Agreement governing the LLC; or

(ix) withdraw as a member of the LLC.

(x) In addition to the foregoing, so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Corporation shall not, without the

written consent of the holder of the Mortgage, take any action set forth in items (i) through (vii) and items (ix) and (x).

B. SEPARATENESS/OPERATIONS MATTERS. The Corporation shall:

(i) maintain books and records and bank accounts separate from those of any other person;

(ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(iii) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;

(iv) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

(v) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

(vi) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;

(vii) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

(viii) conduct business in its own name, and use separate stationery, invoices and checks;

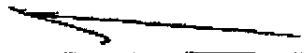
(ix) not commingle its assets or funds with those of any other person; and

(x) not assume, guarantee or pay the debts or obligations of any other person.

ARTICLE X  
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Richard C. Grant, Esquire, Grant, Fridkin, Pearson, Athan & Crown, P.A., Pelican Bay Corporate Centre, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

The undersigned incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of March 2004.

  
Richard C. Grant, Incorporator

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned 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: MDI Manager, Inc.
2. The name and address of the registered agent and office is:  
Richard C. Grant, Esquire,  
Grant, Fridkin, Pearson, Athan & Crown, P.A.,  
Pelican Bay Corporate Centre,  
5551 Ridgewood Drive, Suite 501,  
Naples, Florida 34108

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.

\_\_\_\_\_  
Richard C. Grant

March 23, 2004

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