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BASIC AMENDMENT
WAREHOUSES BY THE FALLS, INC.

Certificate of Status	0
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*Amendments
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WAREHOUSES BY THE FALLS, INC.

The undersigned, Roland Garcia, President of Warehouses by the Falls, Inc., a Florida corporation organized under the laws of the State of Florida on November 30, 2004, hereby certifies that on December 20, 2004, the Shareholders of the Corporation owning a majority of the outstanding common stock of Warehouses by the Falls, Inc. have signed a consent in writing adopting the following amendment to the Certificate of Incorporation. The number of votes cast in favor of the amendment was sufficient for approval. Directors of the Corporation have also affirmed this Amendment.

FIRST: The name of this corporation is Warehouses by the Falls, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Florida is 201 Alhambra Circle, Suite 601, Coral Gables, Florida, 33134. The name of its registered agent at such address is Ronald R. Fieldstone.

THIRD: The purpose of the Corporation shall be limited to serving as the general partner of Warehouses by the Falls, LP, a Delaware limited partnership (the "Partnership"), which Partnership is the 99.9% member of 1SW8855, LLC, 2SW8901, LLC, 3SW8880, LLC, 4SW8850, LLC, 5SW8830, LLC, 6SW 8800, LLC, 7SW8781, LLC, 8SW8801, LLC, 9SW8841, LLC, 10SW8810, LLC, 11SW8760, LLC, 12SW8780, LLC, 13SW8790, LLC, 14SW8750, LLC, 15SW8861, LLC, and 16SW8824, LLC (collectively the "Property Owners") owning, operating, managing and leasing the property commonly known as Southern Warehouses (the "Property") and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as general partner of the Partnership for mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Lehman Brothers Bank, FSB and its successors and assigns with respect to the Indebtedness ("Lender") and trade payables incurred in the ordinary course of business.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

FIFTH: the name and mailing address of the Corporation is as follows:

<u>Name</u>	<u>Mailing Address</u>
Warehouses by the Falls, Inc.	12900 S.W. 89 th Court Miami, FL 33176

SIXTH: The Board of Directors is expressly authorized to adopt, amend, or repeal the By-Laws of the Corporation upon the conditions set forth in the By-Laws.

SEVENTH: Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall otherwise provide.

EIGHTH: A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii), for any transaction from which the director of the Corporation derived an improper financial benefit. If the General Corporation Law of Florida is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Florida as so amended. Any repeal or modification of this Article EIGHTH by the stockholders of the Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors is required to take or cause the Property Owner to take any of the following actions:
 - (a) causing the Corporation or the Property Owner to become insolvent;
 - (b) commencing any case, proceeding or other action on behalf of the Corporation or the Property Owner under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
 - (c) instituting proceedings to have the Corporation or the Property Owner adjudicated as bankrupt or insolvent;
 - (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Property Owner;
 - (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation or the Property Owner of its debts under any federal or state law relating to bankruptcy;
 - (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Property Owner or a substantial portion of the properties of the Corporation or the Property Owner;

(g) making any assignment for the benefit of the Corporation's or the Property Owner's creditors; or

(h) taking any action or causing the Corporation or the Property Owner to take any action in furtherance of any of the foregoing;

2. For so long as the Indebtedness is outstanding, the Corporation shall not:

(a) amend the Certificate of Incorporation;

(b) engage in any business activity other than as set forth in Article THIRD;

(c) withdraw as the general partner of the sole member of the Property Owner; or

(d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets or cause the Property Owner to dissolve, liquidate, consolidate, merge, or sell all or substantially all of its assets; or

(e) transfer its interest or a portion thereof in the Property Owner, except as expressly permitted under the loan documents executed in connection with the Indebtedness.

3. The Corporation shall, and the Corporation shall require the Property Owner to:

(a) not commingle its assets with those of any other entity and hold its assets in its own name;

(b) conduct its own business in its own name;

(c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;

(d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;

(e) pay its own liabilities out of its own funds;

(f) maintain adequate capital in light of contemplated business operations;

(g) observe all corporate or other organizational formalities;

(h) maintain an arm's length relationship with its affiliates;

(i) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;

(j) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;

- (k) not acquire obligations or securities of affiliates or shareholders;
- (l) not make loans to any other person or entity;
- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices, and checks;
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of the other.

4. The Board of Directors is to consider the interests of the Corporation's creditors and the Property Owner's creditors in connection with all corporate actions.

TENTH: For so long as the Indebtedness is outstanding, the Board of Directors of the Corporation shall include at least two members.

ELEVENTH: Any and all Corporation obligations to indemnify its directors and officers shall not constitute a claim against the Corporation, as long as the Loan is outstanding.

IN WITNESS WHEREOF, I have hereunto set my hand this 20 th day of December, 2004 and I affirm that the foregoing certificate is my act and deed and that the facts stated therein are true.



Roland Garcia, President

CERTIFICATE OF DESIGNATION
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:

WAREHOUSES BY THE FALLS, INC.

2. The name and address of the registered agent and office is:

Ronald R. Fieldstone
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134



Roland Garcia
Title: President

Date: December 20, 2004.

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.



Ronald R. Fieldstone

Date: December 20, 2004.