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(Requestor's Name)

(Address)

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PICK-UP WAIT MAIL

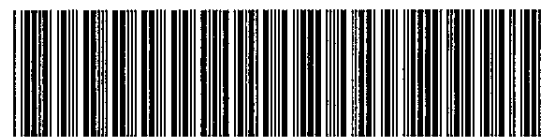
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/26/05--01033--001 **78.75

RECEIVED
05 JAN 26 AM 10:14
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA
05 JAN 26 AM 8:53
FEDERAL BUREAU OF INVESTIGATION
TALLAHASSEE, FLORIDA

TH 1/21/05



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

**HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY**

January 26, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

St. Pete Corp.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 27, 2005

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: ST. PETE CORP.
Ref. Number: W05000004416

We have received your document for ST. PETE CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L04000079046.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 405A00005865

Please back-date

Thols

[Handwritten signature]

RECEIVED
05 JAN 28 PM 3:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

05 JAN 26 AM 8:53

ARTICLES OF INCORPORATION
OF
St. Pete Plaza Corp.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida Business Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is:

St. Pete Plaza Corp.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

Without limiting the scope and generality of the foregoing, the corporation may engage in the following activities:

1. The nature of the business and the purposes to be conducted and promoted by the Corporation is to engage solely a the general partner of Saint Petersburg Plaza Limited Partnership in connection with Saint Petersburg's ownership and operation of the property commonly known as US 19 North and 17th Avenue a/k/a 1940 34th Street North, St. Petersburg, Florida (the "Mortgage Property").
2. The Corporation shall be a special purpose entity.
3. The Corporation's ability and the ability of Saint Petersburg to incur indebtedness is limited to the following: (1) the mortgage loan indebtedness (the "Loan") to Bear Stearns Commercial Mortgage, Inc. and its successors and assigns (the "Lender") and (2) trade payables incurred in the ordinary course of business relating to the ownership and operation of the Mortgaged Property.
4. The Corporation (and as applicable, its partners and affiliates) is prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale or amendment of the certificate of incorporation. Notwithstanding the foregoing, the Corporation may amend the certificate of incorporation to reflect changes in ownership and other matters permitted in the documents securing the Loan.
5. The consent of the general partner of Saint Petersburg is required in order to file, or consent to the voluntary filing of bankruptcy or insolvency petition or otherwise institute insolvency proceedings on behalf of Saint Petersburg and the consent of the general partner for this purpose may only be evidenced by the signature of Robert Tannenhauser in his capacity as an officer of the Corporation.
6. Except has provided in paragraph (1) above, the certificate of incorporation shall

7. Notwithstanding any provisions hereof to the contrary, in order to preserve and ensure its separate and distinct identity, the Corporation shall conduct its affairs in accordance with the following provisions:

- (i) it shall maintain its accounts, records and books separate from any other person or entity;
- (ii) it shall not commingle assets with those of any other entity;
- (iii) it shall conduct its own business in its own name;
- (iv) it shall maintain separate financial statements;
- (v) It shall pay its own liabilities out of its own funds;
- (vi) It shall observe all corporate or other organizational formalities;
- (vii) It shall maintain an arms' length relationships with its affiliates;
- (viii) It shall pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- (ix) It shall not guarantee or become obligated for the debts of any other entity (except Saint Petersburg) or hold out its credit as being available to satisfy the obligations of others (except Saint Petersburg)

- (x) It shall not acquire obligations or securities of its partners;
- (xi) It shall fairly and reasonably allocate any overhead for shared office space;
- (xii) It shall use separate stationary, invoice and checks;
- (xiii) It shall not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (xiv) It shall hold itself out as a separate entity and shall correct any known misunderstanding regarding its separate identity; and
- (xv) It shall maintain adequate capital in light of its contemplated business operations;

THIRD: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	200	NO PAR VALUE

FOURTH: The address of the initial registered office of this corporation in this state is c/o United Corporate Services, Inc., 9200 South Dadeland Blvd., Suite 508, Miami, Florida 33156 and the name of the registered agent at said address is United Corporate Services, Inc.

FIFTH: The street address of the initial principal office of this corporation (wherever located) is c/o United Corporate Services, Inc., 9200 South Dadeland Blvd., Suite 508, Miami, Florida 33156.

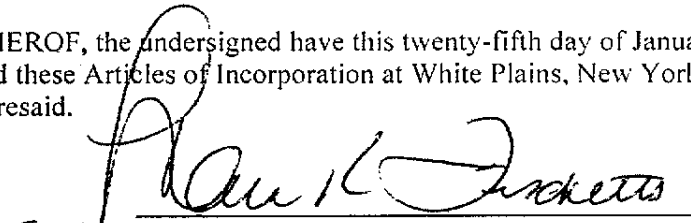
SIXTH: The name and address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Maria R. Fischetti	10 Bank Street White Plains, New York 10606
Robert F. Gilhooley	10 Bank Street White Plains, New York 10606

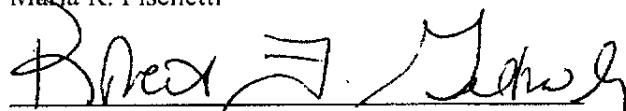
SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provisions currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, b provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned have this twenty-fifth day of January, 2005 made and subscribed these Articles of Incorporation at White Plains, New York for the uses and purposes aforesaid.



Marja R. Fischetti



Robert F. Gilhooley

ACCEPTANCE AS REGISTERED AGENT

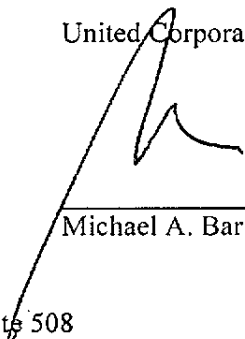
OF

St. Pete Plaza Corp.

Having been named to accept service of process for the above 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: January 25, 2005

United Corporate Services, Inc.



Michael A. Barr, President

9200 South Dadeland Blvd., Suite 508
Miami, Florida 33156