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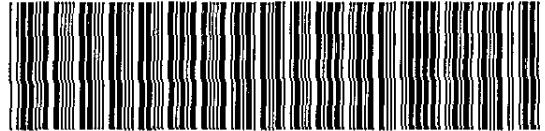
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05 FEB 25 AM 11:45  
DIVISION OF CORPORATION

FILED  
05 FEB 25 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FCPM, Inc.

2 cert copies  
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L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
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Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
✓ Cert. Copy X2 \_\_\_\_\_  
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✓ Certificate of Good Standing X2 \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**FCPM, INC.**

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05 FEB 25 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be: FCPM, INC

The address of the principal office of this corporation shall be 2501 Hollywood Boulevard, #200, Hollywood, Florida 33020 , and the mailing address of the corporation shall be the same.

**ARTICLE II- NATURE OF BUSINESS**

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

- (i) To acquire a membership interest in and act as a member of FLORIDA COMPUTER PARTNERS, LLC (the "LLC"), which is engaged solely in the ownership, operation and management of the real estate project known as Florida Computer Plaza located in Hollywood, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the LLC's Articles of Organization; and
- (ii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

**ARTICLE III- 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 Two or cause or allow the LLC to engage in any business or activity other than as set forth in its Articles of Organization;
- (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 Two or Three of these Articles of Incorporation or approve an amendment to Articles Two, Three, Four of the Articles of Organization 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).

#### **ARTICLE FOUR: SEPARATENESS/OPERATIONS MATTERS.**

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) 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;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

#### **ARTICLE FIVE - CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock having One Dollar (\$1.00) par value per share.

#### **ARTICLE SIX - REGISTERED AGENT**

The name of the initial registered agent and the street address of the registered office are as follows:

Howard S. Toland, Esquire  
HALEY, SINAGRA PAUL & TOLAND, P.A.  
One Financial Plaza, Suite 1900  
100 Southeast Third Avenue  
Fort Lauderdale, Florida 33394

#### **ARTICLE SEVEN - TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE EIGHT - INCORPORATOR**

The name and street address of the Incorporator of these Articles of Incorporation shall be:

Yosef Yosifove  
2501 Hollywood Boulevard, Suite 200  
Hollywood, Florida 33020

#### **ARTICLE NINE - BOARD OF DIRECTORS**

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

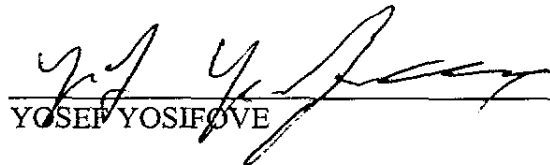
#### **ARTICLE TEN - INITIAL DIRECTOR**

The Corporation shall have two (2) director initially. Thereafter, the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one (1) director, nor more than three (3) directors. The initial director and his titles are as follows:

Initial Director  
Yosef Yosifove  
David Mendal

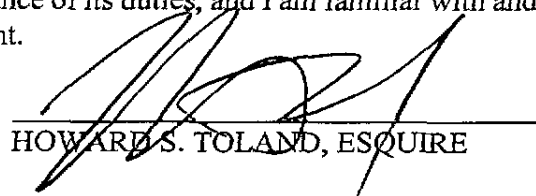
Title  
President  
Secretary/ Treasurer

IN WITNESS WHEREOF, the undersigned incorporator has hereunto executed these Articles of Incorporation this 23rd day of February, 2005, at Broward County, Florida.

  
YOSEF YOSIFOVE

ACCEPTANCE OF REGISTERED AGENT

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, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and I am familiar with and accept the obligations of my position as registered agent.

  
HOWARD S. TOLAND, ESQUIRE

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