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Florida Department of State  
Division of Corporations  
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Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : FILLINGS, INC.  
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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

1600 COMMERCIAL HOLDINGS, INC.

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OF

**ARTICLES OF INCORPORATION**  
**1600 COMMERCIAL HOLDINGS, INC.**

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TALLAHASSEE, FLORIDA

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**ARTICLE I - NAME**

The name of this corporation is: 1600 COMMERCIAL HOLDINGS, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized pursuant to Florida Statutes §607 to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

Notwithstanding the foregoing, the Corporation's business and purpose shall consist solely of the following:

- (A) The acquisition, ownership, operation and management of that certain real property developed as a commercial office building, located at 1600 West Commercial Boulevard, Fort Lauderdale, Broward County, Florida ("PROPERTY"), pursuant to the terms of these Articles of Incorporation.
- (B) To engage in such other lawful activities permitted to Corporations by the Corporation laws of the State of Florida, as are incidental, necessary or appropriate to the foregoing.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of at \$1.00 par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation is:  
1600 West Commercial Boulevard  
Fort Lauderdale, FL 33309

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

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This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director is:

Michael C. Mattson  
1600 West Commercial Boulevard  
Fort Lauderdale, FL 33309

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is:

JOHN P. WILKES, ESQUIRE  
John P. Wilkes, P.A.  
901 South Federal Highway, Suite 101A  
Fort Lauderdale, FL 33316

**ARTICLE IX - AMENDMENT**

This Corporation reserves the right to amend any provisions contained in these Articles of Incorporation and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X - LIMITATIONS ON AUTHORITY**

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the PROPERTY pursuant to the first lien mortgage in favor of Suntrust Bank, and/or its assigns (the "Mortgage"), remains outstanding and not paid in full, the Corporation shall not without the unanimous consent of the Board of Directors to do any of the following:

- (i) Engage in any business or activity other than those set forth in ARTICLE III hereinabove;
- (ii) Incur any indebtedness or assume or guaranty any indebtedness of any other entity, superior to the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iii) Dissolve or liquidate, in whole or in part;
- (iv) Consolidate or merge with or into any other entity or convey or transfer or lease the PROPERTY and its assets (except in a normal course of conducting its business pursuant to the Purpose as set forth in Article III hereinabove and the Trust Agreement effective September 30, 2005) substantially as an entirety to any entity;
- (v) Institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a

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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) assets of the Corporation, the PROPERTY or a substantial part of the Corporation, 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; or

(vi) Amend the provisions of Article I, X and XI of the Articles of Incorporation.

Moreover, so long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action with regards to items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage. Such limitation shall terminate immediately, without further action by the Corporation, upon the filing of a Satisfaction of the Mortgage in the public records of the County in which the Property is situated.

ARTICLE XI - SEGREGATION OF OPERATIONS

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;
- (i) hold regular Board of Director and stockholder meetings, as appropriate and necessary, to conduct the business of the Corporation and observe all other corporate formalities, as may be reasonably necessary to fulfill its obligations under the Mortgage and to fulfill its purpose with regard to the PROPERTY;
- (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;
- (i) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (i) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- ) 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
- ) not assume, guarantee or pay the debts or obligations of any other person.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
JOHN P. WILKES, Incorporator

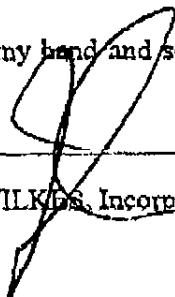
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(x) not assume, guarantee or pay the debts or obligations of any other person.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3<sup>rd</sup> day of October, 2005.

  
\_\_\_\_\_  
JOHN P. WILKES, Incorporator

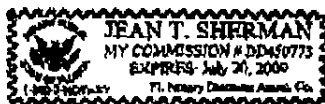
STATE OF FLORIDA )  
COUNTY OF BROWARD )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN P. WILKES, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 3<sup>rd</sup> day of October, 2005.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:



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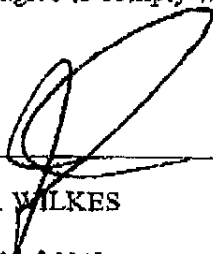
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **1600 COMMERCIAL HOLDINGS, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, Florida designates **JOHN P. WILKES, ESQUIRE**, located at 901 South Federal Highway, Suite 101A, City of Fort Lauderdale, County of Broward, State of Florida as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
JOHN P. WILKES  
Registered Agent

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FLORIDA

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