

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

FEDPOM CORPORATE, INC.

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ARTICLES OF INCORPORATION
OF
FEDPOM CORPORATE, INC.

The undersigned Incorporator subscribing to these Articles of Incorporation ("Articles"), being competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation shall be: Fedpom Corporate, Inc. (the "Corporation") and its initial mailing address shall be: 925 South Federal Highway, Suite 425, Boca Raton, Florida 33432. The initial address of the Corporation's principal office shall be: 925 South Federal Highway, Suite 425, Boca Raton, Florida 33432.

ARTICLE II
PURPOSE

The purpose of this Corporation is to serve as the general partner of Fedpom SC Company, Ltd., a Florida limited partnership (the "Partnership"), to own a partnership interest in the Partnership, and to do those acts allowed under the Laws of the State of Florida and not prohibited in these Articles. The Partnership is the owner of certain real property located in Broward County, Florida, known as Pompano Place (the "Property") and the Partnership wishes to obtain mortgage financing from Lehman Brothers Bank, FSB, (hereinafter the "Mortgage"). This Corporation shall have all powers given corporations under the Laws of the State of Florida.

ARTICLE III
AUTHORIZED SHARES

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock.

ARTICLE IV
EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V
REGISTERED AGENT

The name of the initial Registered Agent is Blalock, Walters, Held & Johnson, P.A., and the street address of the initial registered office of this Corporation is 802 11th Street West, Bradenton, Florida 34205-7734. The Board of Directors may from time to time move the registered office to any other address in Florida.

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**ARTICLE VI
INCORPORATOR**

The name and address of each Incorporator of this Corporation is: Robert S. Stroud, 802 11th Street West, Bradenton, Florida 34205-7734.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial members of the Board of Directors are:

Steven Levin	925 South Federal Highway, Suite 425 Boca Raton, Florida 33432
Bernard H. Kayden	550 Mamaroneck Avenue, Suite 404 Harrison, New York 10528
Thomas H. Schwartz	60 East 42 nd Street, 53 rd Floor New York, New York 10165

**ARTICLE VIII
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE IX
SINGLE PURPOSE ENTITY RESTRICTIONS**

9.1 Notwithstanding anything to the contrary in the Articles, and any provision of law that otherwise so empowers the Corporation as the general partner of Partnership, for so long as the Mortgage is outstanding, the Corporation shall not undertake any of the following actions or permit Partnership to undertake such actions without the prior consent of the Lender:

- (i) merge, convert or consolidate with or into any other business entity or permit an asset sale;
- (ii) dissolve, wind up or liquidate or take any action, or omit to take any action, as a result of which the Corporation or Partnership would be dissolved, wound up or liquidated in whole or in part;
- (iii) engage in any business activity not described in this Amendment;
- (iv) amend or modify its organizational documents or cause the Partnership to amend or modify its organizational documents as long as the Mortgage is outstanding;
- (v) transfer the Corporation's ownership interest in the Partnership, or the Partnership's

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interest in the Property, except as permitted in the Loan Documents; or

- (vi) withdraw as the general partner of the Partnership.

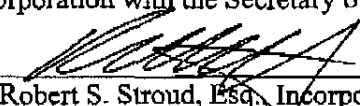
9.2 Notwithstanding anything to the contrary in the Articles, and any provision of law that otherwise so empowers the Corporation, for so long as the Mortgage is outstanding, the Corporation shall:

- (i) not own any asset or property other than incidental personal property necessary for the Corporation's ownership interest in the Partnership or the Partnership's ownership or operation of the Property;
- (ii) not engage in any business other than the ownership, management and operation of the Property, and other than acting as the general partner of the Partnership;
- (iii) require each director to consider the interests of the creditors of the Corporation in connection with all corporate actions;
- (iv) obtain the unanimous consent of the directors to file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise, institute insolvency proceedings, or to cause the Partnership to do so;
- (v) maintain all of its books, records, financial statements and bank accounts separate from those of any other entities and file its own tax returns, unless required otherwise by applicable law;
- (vi) not commingle its funds or other assets with those of any affiliated entity or any guarantor of the Mortgage debt, or any other person;
- (vii) be, and at all times hold itself out to the public as a legal entity separate and distinct from any other entity (including any affiliated entity and any guarantor of the Mortgage debt), correct any known misunderstandings regarding its status as a separate entity, conduct business in its own name, not identify itself or any of its affiliated entities as a division or part of the other, and maintain and utilize separate stationery, invoices and checks;
- (viii) pay its own liabilities out of its own funds;
- (ix) do and cause to be done all things necessary to observe organizational formalities and preserve its existence;
- (x) not enter into any contract or agreement with any affiliated entity, or any guarantor pursuant to the Mortgage debt, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than such party;

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- (xi) pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- (xii) not guaranty, become obligated for, or hold itself out to be responsible for the debts or obligations of any other person or entity, or the decisions or actions respecting the daily business or affairs of any other person or entity, or pledge its assets for the benefit of any other person or entity;
- (xiii) not incur any indebtedness other than in Corporation's capacity as general partner of the Partnership or cause Partnership to incur any indebtedness other than Mortgage, and liabilities in the ordinary course of business in the operation and maintenance of the Property;
- (xiv) not acquire obligations or securities of its affiliated entities or shareholders;
- (xv) maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;
- (xvi) maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliated entity or any guarantor of the Mortgage debt, or any other person; and
- (xvii) to the extent applicable, allocate fairly and reasonably any overhead for shared office space.

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation shall begin in existence upon filing of these Articles of Incorporation with the Secretary of State.


Robert S. Stroud, Esq., Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of the position as registered agent.

BLALOCK, WALTERS, HELD & JOHNSON, P.A., a
Florida professional corporation

By: 
Barbara Ann Held, Vice President

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