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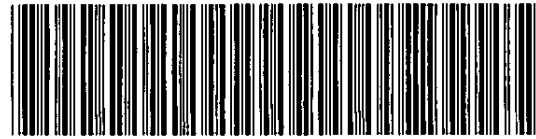
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NAME: SEABREEZE OFFICE MANAGEMENT, INC.

TYPE OF FILING: ARTICLES

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AUTHORIZATION: ABBIE/PAUL HODGE



**ARTICLES OF INCORPORATION
OF
SEABREEZE OFFICE MANAGEMENT, INC.**

The undersigned, acting as the incorporator of Seabreeze Office Management, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Seabreeze Office Management, Inc. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal business office and mailing address of the Corporation is 444 Seabreeze Blvd., Suite 1000, Daytona Beach, FL 32118.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,000, which shares shall be designated common stock, par value \$0.001 per share.

In accordance with, and subject to the limitations of, Section 607.0602 of the Florida Business Corporation Act, the Board of Directors is hereby expressly authorized to determine, whole or in part, the preferences, limitations and relative rights of (a) any class of shares before the issuance of any shares of that class, or (b) one or more series within a class before the issuance of any shares of that series.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 444 Seabreeze Blvd., Suite 1000, Daytona Beach, FL 32118 and the name of the Corporation's initial registered agent at that address is Charles S. Lichtigman.

ARTICLE V. INCORPORATOR

The name and street address of the incorporator is:

Michael J. Rhim
Morris Manning & Martin, LLP
3343 Peachtree Road NE, Suite 1600
Atlanta, GA 30326

ARTICLE VI. SINGLE PURPOSE ENTITY

Section 1. Certain Defined Terms. As used in this Article VI, the following terms shall have the following meanings:

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- (a) "Affiliate" means any person controlling, under common control with, or controlled by the person in question;
- (b) "Borrower" means Seabreeze Office Associates, LLC, a Florida limited liability company;
- (c) "Company" means the Corporation;
- (d) "Control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, policies or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise;
- (e) "Governing Law" means the Florida Business Corporation Act of the State of Florida, as it may be amended from time to time, or any successor statute;
- (f) "Lender" means Silverpeak Real Estate Finance LLC, together with its successors and assigns with respect to the Loan;
- (g) "Loan" means the mortgage loan made by Lender to the Borrower with respect to the Property;
- (h) "Organizational Documents" shall mean these articles of incorporation and the bylaws of the Company;
- (i) "Person" means an entity or natural person;
- (j) "Property" shall mean that certain parcel of real property, together with all improvements located at 444 Seabreeze Boulevard, in the City of Daytona Beach, State of Florida;
- (k) "Separateness Covenants" shall mean the covenants set forth in Section 2 below;
- (l) "SPE Article" shall mean this Article VI.

Section 2. Conflicts. In the event of any of any conflict between the terms of this SPE Article and any other provisions set forth in the Organizational Documents, the terms set forth in this SPE Article shall prevail.

Section 3. Restrictions on Purpose. Notwithstanding any provision hereof or of any other Organizational Documents to the contrary, the nature of the business and of the purposes to be conducted and promoted by the Company, is to engage solely in the following activities:

- (a) To own membership interests in, and act as a manager of Borrower;

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- (b) Subject to the Separateness Covenants, to exercise all powers enumerated in the Governing Law necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

Section 4. Powers and Duties. Notwithstanding any other provisions herein or in the other Organizational Documents, and so long as the Loan or any portion thereof remains unpaid, without the unanimous consent of the board of directors of the Company, and additionally, in the case of items (a) through (c) and (e) below, without the written consent of Lender, the Company shall have no authority to:

- (a) incur any indebtedness, other than as described in the Separateness Covenants;
- (b) seek the dissolution or winding up, in whole or in part, of the Company;
- (c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate, in whole or in part, transfer or otherwise dispose of all or substantially all of its assets (other than in connection with full satisfaction of the Loan) or change its legal structure;
- (d) file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or to cause or vote in favor of any of the foregoing with respect to the Borrower; or
- (e) amend, modify or alter any provision of this SPE Article.

Section 5. Separateness Covenants. Notwithstanding any provision hereof or of any other Organizational Documents to the contrary, until the full, final and indefeasible payment of the Loan, the Company:

- (a) is organized solely for the purpose described above in Section 3 of this Article VI;

- (b) will not engage in any business unrelated to the business described above in Section 3 of this Article VI;
- (c) has not had and will not have any assets other than its membership interest in the Borrower and assets related thereto;
- (d) has not, and without the unanimous consent of all of its directors, will not, with respect to itself or to any other entity in which it has a direct or indirect legal or beneficial ownership interest (A) file a bankruptcy, insolvency or reorganization petition or otherwise institute insolvency proceedings or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally, (B) seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for such entity or for all or any portion of such entity's properties, or (C) make any assignment for the benefit of such entity's creditors;
- (e) has remained and intends to remain solvent and has maintained and intends to maintain adequate capital in light of its contemplated business operations; provided, however, that the foregoing shall not obligate any shareholder, director, officer, or affiliate of the Company to contribute, loan or otherwise advance funds to the Company;
- (f) has not failed and will not fail to correct any known misunderstanding regarding the separate identity of such entity;
- (g) has maintained and will maintain its accounts, books and records separate from any other Person and will file its own tax returns; provided, however, that its assets and liabilities may be included in a consolidated financial statement if such consolidated financial statement contains a footnote indicating that it is a separate legal entity and that it maintains separate books and records;
- (h) has maintained and will maintain its books, records, resolutions and agreements as official records;
- (i) has not commingled and will not commingle its funds or assets with those of any other Person;
- (j) has held and will hold its assets in its own name;
- (k) has conducted and will conduct its business in its name;
- (l) has maintained and will maintain its financial statements, accounting records and other entity documents separate from any other Person;
- (m) has paid and will pay its own liabilities, including the salaries of its own employees, if any, out of its own funds and assets; provided,

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STATE OF OKLAHOMA

however, that the foregoing shall not obligate any shareholder, director, officer, or affiliate of the Company to contribute, loan or otherwise advance funds to the Company;

- (n) has observed and will observe all corporate formalities;
- (o) has maintained and will maintain an arm's-length relationship with its Affiliates;
- (p) has not and will not have any indebtedness other than unsecured trade payables in the ordinary course of business relating to acting as a manager and member of the Borrower which (1) do not exceed, at any time, \$100,000 and (2) are paid within ninety (90) days of the date incurred;
- (q) has not and will not assume or guarantee or become obligated for the debts of any other Person or hold out its credit as being available to satisfy the obligations of any other Person except for the Loan;
- (r) has not and will not acquire obligations or securities of its shareholders;
- (s) has allocated and will allocate fairly and reasonably shared expenses, including shared office space, and use separate stationery, invoices and checks;
- (t) except in connection with the Loan, has not pledged and will not pledge its assets for the benefit of any other Person;
- (u) has held itself out and identified itself and will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other Person;
- (v) has maintained and will 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 other Person;
- (w) has not made and will not make loans to any Person;
- (x) has not identified and will not identify its shareholders or any Affiliate of any of them as a division or part of it;
- (y) has not entered into or been a party to, and will not enter into or be a party to, any transaction with its shareholders or Affiliates except in the ordinary course of its business and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arm's-length transaction with an unrelated third party;

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- (z) has and will have an express acknowledgment in its organizational documents that Lender is an intended third-party beneficiary of the "special purpose" provisions of such organizational documents; and
- (aa) will consider the interests of its creditors in connection with all corporate actions.


Section 6. Third Party Beneficiary. Lender is an intended third-party beneficiary of this SPE Article.

ARTICLE VII. DIRECTORS

The initial directors of the corporation are:

Sanford Miller
Charles Lichtigman
Edward Lightman
Daniel Miller

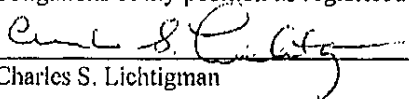
EXECUTED: August 27, 2014.


Michael J. Rhim, as incorporator

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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.


Charles S. Lichtigman

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