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Joshua D. Manaster, P.A.
Requestor's Name

1428 Brickell Ave., 8th Floor
Address

Miami, FL 33131
City/State/Zip Phone #

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*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

98 JUN 18 PM 12:37
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

J.D. Manaster C.E.
AUTHORIZATION BY PHONE TO
CORRECT Document

DATE 6/24

DOC. EXAM. 18

VS JUN 25 1998

Amended & Restated Art.

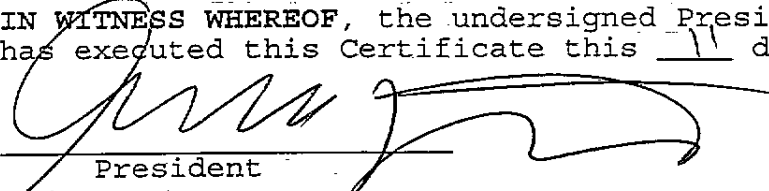
Examiner's Initials

CERTIFICATE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation of HACKNEY CONSULTING, INC., a Florida Corporation are hereby amended and restated as set forth in the attached Amended and Restated Articles of Incorporation.
2. The foregoing amendment was adopted by all of the Directors and Shareholders of the Corporation, unanimously, on June 11, 1998. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed this Certificate this 11 day of June, 1998.



President

Erno Jakabovits

AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. **Name.** The name of this corporation is **HACKNEY CONSULTING, INC.**
2. **Duration.** The period of its duration is in perpetuity.
3. **Purpose.** The purpose for which the Corporation is organized is limited to acquiring, owning and holding Joint Venture interests in Stirling Industrial Park, Joint Venture, a Florida Joint Venture (the "Joint Venture") pursuant to the respective terms and conditions of the Amended and Restated Joint Venture Agreement of Stirling Industrial Park, Joint Venture, dated as of June 11 1998, (the "Joint Venture Agreement") and to transact any and all lawful business for which a corporation may be incorporated under the General Corporation Law of the State of Florida that is incident and necessary or appropriate to the foregoing. The Corporation may not incur any indebtedness.
4. **Capital Stock.** The corporation is authorized to issue 1,000 shares, all of one class, at .01 par value.
5. **~~Initial~~ Registered Office and Agent.** The name and address of the ~~initial~~ registered agent and office of this corporation is as follows:

Joshua D. Manaster, Esquire 1428 Brickell Avenue, Miami, Florida 33131.
6. **Principal Office.** The principal office and mailing address of this corporation is 1428 Brickell Avenue, Eighth Floor, Miami,

Florida.

7. ~~Initial~~ Board of Directors. This corporation shall have two directors, ~~initially~~. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the ~~initial~~ directors of this corporation are:

Erno Jakabovits, 4747 Collins Avenue, Miami Beach, Florida 33140

Joshua D. Manaster, Esquire, 1428 Brickell Avenue, Eighth Floor, Miami, Florida 33131

8. Incorporators. The name(s) and address(es) of the Incorporator(s) signing these Articles of Incorporation is:

Erno Jakabovits, 1428 Brickell Avenue, Eighth Floor, Miami, Florida 33131.

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

10. Non-resident Directors. Directors need not be residents of this state or shareholders unless Articles of Incorporation or bylaws so require.

11. Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued

(whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

12. **Amendment of Articles of Incorporation.** The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a sixty-six (66) percent vote.

13. **Actions Requiring Unanimous Vote**

1. Notwithstanding any other provision of the Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, until such time as all obligations evidenced by a Mortgage, Security Agreement, Assignment of Rents and Fixture Filing and the Assignment of Leases and Rents and Security Deposits, entered into by Stirling Industrial Park, Joint Venture, a Florida Joint Venture, in favor of CREDIT SUISSE FIRST BOSTON MORTGAGE CAPITAL LLC (the "Mortgage") has been discharged, the Corporation shall not, without the unanimous affirmative vote of the members of its

Board of Directors, do any of the following:

(a) amend, alter, change or repeal any provision of this Articles of Incorporation or cause any provision of the Partnership Agreement (or any successor provisions thereto, however designated) to be amended, altered, changed or repealed; provided, however, that so long as the Mortgage shall be in effect the Corporation shall not amend, alter, change or repeal any provision of this Articles of Incorporation under any circumstances;

(b) dissolve or liquidate, in whole or in part, consolidate or merge with or into any other entity or convey, sell or transfer its properties and assets substantially as an entirety to any entity, or cause the Partnership to dissolve, wind up or liquidate, in whole or in part or merge with or into any other entity or convey, sell or transfer its properties and assets substantially as an entirety to any entity, so long as the Mortgage shall be in effect;

(c) engage in any business or activity other than as set forth in this Articles of Incorporation, or cause the Partnership to engage in any business or activity other than as set forth in the Partnership Agreement (or any successor provision thereto, however designated);

(d) sell, transfer, exchange, convey, encumber or otherwise dispose of any or all of the Corporation's right, title or interest as the general partner of the Partnership;

(e) file a voluntary petition or otherwise initiate or consent to proceedings to be adjudicated insolvent or seeking an order for relief as a debtor under the United States Bankruptcy Code, as amended (11 U.S.C. §§ 101, et seq.) (the "Bankruptcy Code"), or file or consent to the filing of any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or of all of any substantial part of the properties and assets of the Corporation, or make or consent to any general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or declare or effect a moratorium on its debt or take any corporate action in furtherance of any such action; or

(f) cause the Partnership to file a voluntary petition or otherwise initiate or consent to proceedings to be adjudicated insolvent or seeking an order for relief as a debtor under the Bankruptcy Code, or cause the Partnership to file or consent to the filing of any petition seeking any composition, reorganization,

readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or cause the Partnership to seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Partnership or of all of any substantial part of the properties and assets of the Partnership, or cause the Partnership to make or consent to any general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or declare or effect a moratorium on its debt or take any new membership action in furtherance of any such action.

14. Separateness

1. The Corporation shall (i) observe all corporate formalities, including the maintenance of current minute books, (ii) maintain its own separate and distinct books of account and corporate records, (iii) cause its financial statements to be prepared in accordance with generally accepted accounting principles in a manner that indicates the separate existence of the Corporation and its assets and liabilities, (iv) pay all its liabilities out of its own funds, (v) in all dealings with the public, identify itself, and conduct its own business, under its own name and as separate and distinct entity, (vi) independently make

decisions with respect to its business and daily operations, (vii) maintain an arm's length relationship with its affiliates, (viii) pay the salaries of its own employees, (ix) allocate fairly and reasonably any overhead for shared office space, (x) use separate stationary, invoices and checks, (xi) at all times remain solvent, (xii) file its own tax return and (xiii) maintain adequate capital sufficient to carry out these enumerated covenants.

15. Prohibited Actions

1. (a) The Corporation shall not (i) commingle its assets with those of, or pledge its assets for the benefit of, any other person, (ii) assume or guarantee, or hold out its credit as being available to satisfy, the liabilities of any other person, (iii) acquire obligations or securities of, or make loans or advances to, any affiliate.

(b) So long as the Mortgage shall be in effect, the Corporation shall not take any action to withdraw as a member of the Partnership.

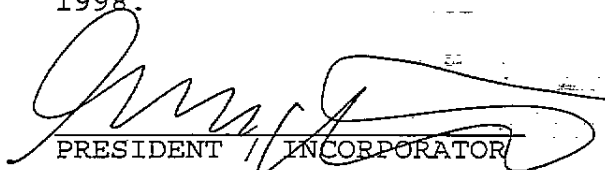
(c) The Corporation shall not amend, alter, change or repeal any provision contained in this Articles of Incorporation, or add or insert any other provisions herein except in accordance with the terms and provisions of the Mortgage. All rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Articles of Incorporation in its present form or as amended are granted subject to the rights reserved in

this paragraph.

16. Indemnification

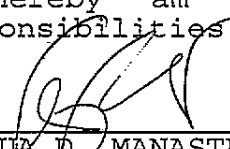
1. Any indemnification that the Corporation extends to its directors and officers shall (i) be fully subordinate to any and all obligations imposed by the Mortgage and (ii) not constitute a claim against the Corporation so long as the Mortgage shall be in effect.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 11 day of June, 1998.



PRESIDENT / INCORPORATOR

I hereby am familiar with and accept the duties and responsibilities as registered agent for this corporation.

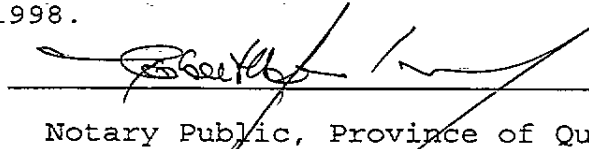


JOSHUA D. MANASTER
REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ERNO JAKABOVITS, to me known to be the person(s) who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11 day of June, 1998.



Notary Public, Province of Quebec

My commission expires: 1998