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5/03/95
11:08 AM

FLORIDA DIVISION OF CORPORATIONS

((H95000004955))

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: COONEY, WARD, LESHER & DAMON, P.A.
1555 PALM BEACH LAKES BLVD, SUITE 1000
WEST PALM BEACH FL 33401-0000
CONTACT: STEVEN E KELLY
PHONE: (407) 689-8111
FAX: (407) 689-9303

((H95000004955))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SUNCOAST EAST NO. 3, INC.
FAX AUDIT NUMBER: H95000004955
CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/03/1995
TIME REQUESTED: 11:08:17
CERTIFIED COPIES: 1
CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4
METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50
ACCOUNT NUMBER: 072262000447

FILED
95MAY-3 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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ARTICLES OF INCORPORATION
OF
SUNCOAST EAST NO. 3, INC.

FILED
95 MAY -3 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is: SUNCOAST EAST NO. 3, INC.

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful act or activities for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address and principal place of business of this Corporation is: 1555 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, Florida, 33401.

Prepared by:
Linda Molfetta, Legal Assistant (407/689-8111)
Cooney, Ward, Lehar & Damon, P.A.
1555 Palm Beach Lakes Boulevard, Suite 1000
West Palm Beach, FL 33401

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ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of common voting stock.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is 1555 Palm Beach Lakes Boulevard, Suite 1000,

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West Palm Beach, Florida, 33401 and the name of its initial registered agent at that address is Gerald S. Leasher.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:


Name

Gerald S. Leasher

Address

1555 Palm Beach Lakes Boulevard
Suite 1000
West Palm Beach, FL 33401

DATED this 3rd day of May, 1995.


Gerald S. Leasher
(Incorporator and Registered Agent)

STATE OF FLORIDA

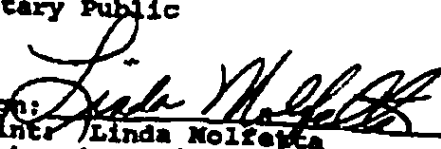
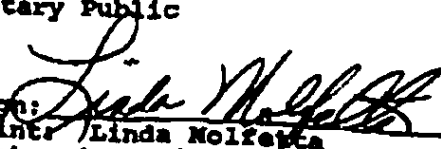
COUNTY OF PALM BEACH

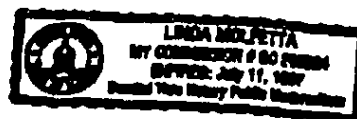
)
) ss:
)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared **GERALD S. LESHER**, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of May, 1995.

Notary Public


Sign: 
Print: Linda Molletta
State of Florida at Large
My Commission Expires: 7-11-97



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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**

ACKNOWLEDGMENT:

Having been named to accept service of process for **SUNCOAST
EAST NO. 3, INC.**, at the initial registered office of the
corporation in this State designated in its Articles of
Incorporation, I hereby accept to act in this capacity and agree to
comply with the provisions of Section 607.0305 Florida Statutes.

Date: May 3, 1995.

By: _____

Gerald S. Leshar
Gerald S. Leshar

FILED
55 MAY -3 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Back/Incorporation/Incorporation

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(((H95000005667))) PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: COONEY, WARD, LESHER & DAMON, P.A.
1555 PALM BEACH LAKES BLVD, SUITE 1000
WEST PALM BEACH FL 33401-0000
CONTACT: STEVEN E KELLY
PHONE: (407) 689-8111
FAX: (407) 689-9303

(((H95000005667)))

DOCUMENT TYPE: BASIC AMENDMENT
NAME: SUNCOAST EAST NO. 3, INC.
FAX AUDIT NUMBER: H95000005667
CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/19/1995
TIME REQUESTED: 16:17:15
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CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 6
METHOD OF DELIVERY: FAX
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FILED
95 MAY 22 PM 11:40
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TALLAHASSEE, FLORIDA

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95 MAY 22 AM 11:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ates, the
amendment

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopted the following Articles of Amendment to its Articles of Incorporation which were previously filed with the Secretary of State on May 3, 1993.

Second: The amendment was unanimously adopted by the Board of Directors and the Shareholders of the corporation by written Action without a meeting on the 17 day of May, 1995, a copy of such written Action being annexed hereto and made a part hereof.

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Marilyn W. Milberg, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last
aforesaid this 17 day of May, 1995.

Notary Public: [Signature]
 Sign: [Signature]
 Print Name: BETTY J. MILLER
 State of Florida
 My Commission Expires:

OFFICIAL NOTARY SEAL
BETTY J MILLER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC320748
MY COMMISSION EXP. NOV. 14, 1997

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SUNCOAST EAST NO. 3, INC.

**UNANIMOUS ACTION BY THE BOARD OF DIRECTORS AND THE SHAREHOLDERS
OF SUNCOAST EAST NO. 3, INC.**

Pursuant to Sections 607.0821 and Section 607.0704, Florida Statutes, the undersigned being all of the Board of Directors and Shareholders of the above Corporation consent and hereby agree that the Articles of Incorporation shall be amended as follows:

The attached Amendment to Articles of Articles of Incorporation of Suncoast East No. 3, Inc., shall be incorporated into the Articles of Incorporation.

The Officers are authorized and directed to file Articles of Amendment with the Florida Department of State.


Marilyn W. Milberg
Sole Shareholder and Director

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AMENDMENT TO ARTICLES OF INCORPORATION
OF
SUNCOAST EAST NO. 3, INC.

THIS AMENDMENT TO ARTICLES OF INCORPORATION OF SUNCOAST EAST NO. 3, INC. ("Amendment"), made as of May 17, 1995 (sometimes hereinafter referred to as the "Corporation").

R E C I T A L S

A. Royal Suncoast Management Associates, a Florida general partnership, Suncoast East No. 2, Inc., Suncoast East No. 3, Inc., and Suncoast East No. 5, Inc., are the sole partners of Suncoast Towers East Associates, a general partnership formed under the laws of the State of Florida (the "Suncoast Towers East").

B. The Corporation is a partner of Suncoast Towers East.

C. The connection with the loan in the original principal amount of \$53,000,000.00 made by Nomura Asset Capital Corporation, a Delaware corporation ("Lender"), to Suncoast Towers East (the "Loan"), the Corporation desires to amend its Articles of Incorporation to incorporate certain single purpose and other provisions required by the Loan Agreement relating to the Loan (the "Loan Agreement") and the mortgages securing the Loan (the "Mortgages"), all dated as of May 17, 1995, and all by and between Lender and Suncoast Towers East.

NOW THEREFORE, in consideration of the premises above set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Corporation hereby covenants and agrees as follows:

1. Restricted Activities. The Articles of Incorporation of the Corporation are hereby amended to provide that, until all obligations of Suncoast Towers East to Lender under the Loan, whether now existing or hereafter arising (collectively, the "Loan Obligations"), have been paid and performed in full:

(a) The only purposes of the Corporation are to (1) act as a general partner of Suncoast Towers East, and (2) engage in such activities and exercise such other powers permitted to corporations under the laws of the State of Florida that are necessarily incident to the purpose or necessary to accomplish the purpose set forth in the preceding clause (1).

(b) The Corporation will not own any asset other than its partnership interest in Suncoast Towers East.

(c) The Corporation will not engage in any business other than such activities as are necessary and incidental to acting as a general partner of Suncoast Towers East.

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(d) The Corporation will not enter into any contract or agreement with any shareholder, director, officer, principal or affiliate of the Corporation, 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 a shareholder, director, officer, principal or affiliate.

(e) The Corporation will not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation).

(f) The Corporation will not make any loans or advances to any third party (including any shareholder, director, officer, principal or affiliate).

(g) The Corporation will be solvent and pay its debts from its own assets as the same become due.

(h) The Corporation will do all things necessary to preserve its existence.

(i) The Corporation will not amend, modify or otherwise change any of the provisions set forth in this Amendment.

(j) The Corporation will conduct and operate its business as presently conducted and operated.

(k) The Corporation will maintain books and records and bank accounts separate from those of all other persons and entities.

(l) The Corporation will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity (including any shareholder or affiliate of the Corporation).

(m) The Corporation will file its own tax returns separate from any other person or entity.

(n) The Corporation will 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.

(o) The Corporation will not seek the termination, dissolution or winding up, in whole or in part, of the Corporation.

(p) The Corporation will not commingle the funds and other assets of the Corporation with those of any shareholder, director, officer, principal, affiliate or any other person.

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(q) The Corporation will maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any shareholder, director, officer, principal, affiliate or any other person.

(r) The Corporation will not hold itself out to be responsible for the debts or obligations of any other person.

2. Unanimous Consent of Directors. The Articles of Incorporation are hereby further amended to provide that, until all of the Loan Obligations have been paid and performed in full, the unanimous affirmative vote of all members of the Board of Directors of the Corporation is required to:

(a) Change the ownership of capital structure of the Corporation;

(b) Cause the ownership or capital structure of Suncoast Towers East to be changed;

(c) Amend, alter, change or repeal any provision of its Articles of Incorporation;

(d) Cause any provision of the Partnership Agreement of Suncoast Towers East to be amended, altered, changed or repealed;

(e) Engage in any business or activity other than acting as a general partner of Suncoast Towers East;

(f) Cause Suncoast Towers East to engage in any business or activity other than as set forth in the Partnership Agreement of Suncoast Towers East;

(g) Commence or file a bankruptcy petition or reorganization or liquidation proceeding or similar proceeding by it or on behalf of Suncoast Towers East under any federal or state law or any informal reorganization or liquidation, including any arrangement for the benefit of creditors, or any similar proceeding;

(h) Dissolve, liquidate or consolidate or merge with or into any other person or entity;

(i) Cause Suncoast Towers East to dissolve, liquidate, or consolidate or merge with or into any other person or entity;

(j) Cause Suncoast Towers East to convey, sell or transfer its properties and assets substantially as an entirety to any person or entity; and

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((H95000005667))

(k) Cause Suncoast Towers East to incur any debt other than the Loan, unsecured customary expenses (not more than 30 days past due) of operating the real property owned by Suncoast Towers East, unsecured advances made by partners pursuant to the terms of the Partnership Agreement of Suncoast Towers East which are subordinate to the Loan and such other subordinate debt as is expressly permitted by the terms of the Loan Agreement and the Mortgages.

3. General Provisions.

(a) The Corporation does hereby ratify and confirm the existence of the Articles of Incorporation as amended hereby and agrees that the Articles of Incorporation are in continuing full force and effect.

(b) Except as hereby amended, the terms and conditions of the Articles of Incorporation shall remain in full force and effect without modification.

(c) The headings of the sections and paragraphs of this Amendment are for convenience only, are not to be considered a part hereof, and shall not limit, expand or otherwise affect any of the terms hereof.

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1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

695000034597
SC **PRESTIGE HALL**
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 619481 11489A

AUTHORIZATION : *Patricia Pzyto*

COST LIMIT : \$ 87.50

ORDER DATE : June 15, 1995

ORDER TIME : 11:25 AM

ORDER NO. : 619481

CUSTOMER NO: 11489A

CUSTOMER: Steven P. Oppenheim, Esq
Oppenheim & Associates
Terrabank Building, Suite 800
3191 Coral Way
Miami, FL 33145

Amend

300001514223

DOMESTIC AMENDMENT FILING

NAME: SUNCOAST EAST NO. 3, INC.

XX ARTICLES OF AMENDMENT *ADH*
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

FILED
95 JUN 15 PM 3:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION
OF
SUNCOAST EAST NO. 3, INC.

FILED

95 JUN 15 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDMENT TO ARTICLES OF INCORPORATION OF SUNCOAST EAST NO. 3, INC. (this "Amendment"), as adopted by the stockholders and directors of SUNCOAST EAST NO. 3, INC., a Florida corporation (the "Corporation"), on May 18, 1995, is hereby adopted by the Corporation pursuant to Section 607.1003, Florida Statutes.

R E C I T A L S

A. The Corporation is a partner of Suncoast Towers East Associates, a general partnership formed under the laws of the State of Florida ("Suncoast Towers East").

B. In connection with the loan in the original principal amount of up to \$54,000,000.00 to be made by Nomura Asset Capital Corporation, a Delaware corporation ("Lender"), to Suncoast Towers East (the "Loan"), the Corporation desires to amend its Articles of Incorporation to incorporate certain single purpose and other provisions which will be required by the Loan Agreement relating to the Loan (the "Loan Agreement") and the mortgages securing the Loan (the "Mortgages"), all to be dated as of June 9, 1995, and all by and between Lender and Suncoast Towers East.

NOW THEREFORE, in consideration of the premises above set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Corporation hereby amends its articles of incorporation by adding new Article XII and new Article XIII as follows:

"Article XII - Restricted Activities

Until all obligations of Suncoast Towers East Associates ("Suncoast Towers East") to Nomura Asset Capital Corporation ("Lender") under the existing up to \$54,000,000 loan from Lender to Seacoast Towers East (the "Loan"), whether now existing or hereafter arising (collectively, the "Loan Obligations"), have been paid and performed in full:

(a) The only purposes of the Corporation are to (1) act as a general partner of Suncoast Towers East, and (2) engage in such activities and exercise such other powers permitted to corporations under the laws of the State of Florida that are necessarily incident to the purpose or necessary to accomplish the purpose set forth in the preceding clause (1).

(b) The Corporation will not own any asset other than its partnership interest in Suncoast Towers East.

(c) The Corporation will not engage in any business other than such activities as are necessary and incidental to acting as a general partner of Suncoast Towers East.

(d) The Corporation will not enter into any contract or agreement with any shareholder, director, officer, principal or affiliate of the Corporation, 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 a shareholder, a director, an officer, a principal or an affiliate.

(e) The Corporation will not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation).

(f) The Corporation will not make any loans or advances to any third party (including any shareholder, director, officer, principal or affiliate).

(g) The Corporation will be solvent and pay its debts from its own assets as the same become due.

(h) The Corporation will do all things necessary to preserve its existence.

(i) The Corporation will not amend, modify or otherwise change any of the provisions set forth in this Amendment.

(j) The Corporation will conduct and operate its business as presently conducted and operated.

(k) The Corporation will maintain books and records and bank accounts separate from those of all other persons and entities.

(l) The Corporation will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity (including any shareholder or affiliate of the Corporation).

(m) The Corporation will file its own tax returns separate from any other person or entity.

(n) The Corporation will 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.

(o) The Corporation will not seek the termination, dissolution or winding up, in whole or in part, of the Corporation.

(p) The Corporation will not commingle the funds and other assets of the Corporation with those of any shareholder, any director, any officer, any principal, any affiliate or any other person.

(q) The Corporation will maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any shareholder, any director, any officer, any principal, any affiliate or any other person.

(r) The Corporation will not hold itself out to be responsible for the debts or obligations of any other person."

"Article XIII - Unanimous Consent of Directors

Until all of the Loan Obligations have been paid and performed in full, the unanimous affirmative vote of all members of the Board of Directors of the Corporation is required to:

(a) change the ownership or capital structure of the Corporation;

(b) cause the ownership or capital structure of Suncoast Towers East to be changed;

(c) amend, alter, change or repeal any provision of its Articles of Incorporation;

(d) cause any provision of the Partnership Agreement of Suncoast Towers East to be amended, altered, changed or repealed;

(e) engage in any business or activity other than acting as a general partner of Suncoast Towers East;

(f) cause Suncoast Towers East to engage in any business or activity other than as set forth in the Partnership Agreement of Suncoast Towers East;

(g) commence or file a bankruptcy petition or reorganization or liquidation proceeding or similar proceeding by it or on behalf of Suncoast Towers East under any federal or state law or any informal reorganization or liquidation, including any arrangement for the benefit of creditors, or any similar proceeding;

(h) dissolve, liquidate or consolidate or merge with or into any other person or entity;

(i) cause Suncoast Towers East to dissolve, liquidate, or consolidate or merge with or into any other person or entity;

(j) cause Suncoast Towers East to convey, sell or transfer its properties and assets substantially as an entirety to any person or entity; or

(k) cause Suncoast Towers East to incur any debt other than the Loan, unsecured customary expenses (not more than 30 days past due) of operating the real property owned by Suncoast Towers East, unsecured advances made by partners pursuant to the terms of the Partnership Agreement of Suncoast Towers East which are subordinate to the Loan and such other subordinate debt as is expressly permitted by the terms of the Loan Agreement or the Mortgages."

General Provisions.

(a) The Corporation does hereby ratify and confirm the existence of the Articles of Incorporation as amended hereby and agrees that the Articles of Incorporation are in continuing full force and effect.

(b) Except as hereby amended, the terms and conditions of the Articles of Incorporation shall remain in full force and effect without modification.

(c) The headings of the sections and paragraphs of this Amendment are for convenience only, are not to be considered a part hereof, and shall not limit, expand or otherwise affect any of the terms hereof.

(d) The number of votes of shareholders in favor of the foregoing amendments was sufficient for approval thereof.

IN WITNESS WHEREOF, the President and the Secretary of the Corporation have executed and sealed this Amendment as of the day and year above first written.

EXECUTED AND DELIVERED
IN THE PRESENCE OF:

Gerald S. Lesh
Name: Gerald S. Lesh

Betty Miller
Name: BETTY S. MILLER

Gerald S. Lesh
Name: GERALD S. LESHER

Betty Miller
Name: BETTY MILLER

By:

Marly W. Milberg
Marly W. Milberg,
President
c/o Gerald S. Lesh
1555 Palm Beach Lakes
Boulevard Suite 1000
West Palm Beach,
FL 33401-2323

By:

Marly W. Milberg
Marly W. Milberg,
Secretary
c/o Gerald S. Lesh
1555 Palm Beach Lakes
Boulevard Suite 1000
West Palm Beach,
FL 33401-2323

[CORPORATE SEAL]