

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-42-8086

22-039

CSC networks
PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE : 609603 11489A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : June 4, 1995

ORDER TIME : 3:49 PM

ORDER NO. : 609603

CUSTOMER NO: 11489A

CUSTOMER: Steven P. Oppenheim, Esq
OPPENHEIM & ASSOCIATES

Terrabank Building, Suite 800
3191 Coral Way
Miami, FL 33145

EFFECTIVE DATE

JUN - 2 1995

DOMESTIC FILING

*****NOTE EFFECTIVE DATE: JUNE 2*****

NAME: SUNCOAST EAST NO. 6, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

T. BROWN JUN - 6 1995

FILED
95 JUN - 6 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SUNCOAST EAST NO. 6, INC.

FILED
95 JUN -6 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is:

SUNCOAST EAST NO. 6, INC.

EFFECTIVE DATE

JUN - 2 1995

ARTICLE II - PURPOSE

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal place of business and the mailing address of the corporation is:

c/o Oppenheim & Associates
3191 Coral Way, Suite 800
Miami, Florida 33145

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares, all of which shall be Common Shares, \$.10 par value per share.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the Registered Agent's written acceptance of his appointment which is delivered to the Department of State,

together with these Articles of Incorporation, the name and address of the initial Registered Agent for the corporation is:

Steven P. Oppenheim, Esq.
3191 Coral Way, Suite 800
Miami, Florida 33145

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Steven P. Oppenheim, Esq.
3191 Coral Way, Suite 800
Miami, Florida 33145

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of the corporation.

ARTICLE VIII - COMMENCEMENT OF EXISTENCE


The corporate existence of the corporation shall commence on the date of execution of these Articles of Incorporation. This corporation shall have an effective date of June 2, 1995.

ARTICLE IX - AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of June, 1995.

Incorporator:


STEVEN P. OPPENHEIM

STATE OF FLORIDA)
)
COUNTY OF DADE) ss:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared STEVEN P. OPPENHEIM, personally known to me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same for the purposed therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2nd day of June, 1995.

Catherine C. Maclean
NOTARY PUBLIC, State of Florida at Large

My commission expires:

Sept 29, 1995

CATHERINE C. MACLEAN
Print Name

CC140259

DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

95 JUN -6 PM 3:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named in the Articles of Incorporation as Registered Agent to accept Service of Process for SUNCOAST EAST NO. 6, INC., with a registered office at 3191 Coral Way, Suite 800, Miami, Florida 33145, I hereby accept appointment as Registered 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.


Steven P. Oppenheim, Esq.

DATED: 6/2/95

P9500043413

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-22-6111 FAX

USC networks
PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 619481 11489A
AUTHORIZATION : *[Signature]*
COST LIMIT : 9 87 50

ORDER DATE : June 15, 1995

ORDER TIME : 11:27 AM

ORDER NO. : 619481

300001514273

CUSTOMER NO: 11489A

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

DOMESTIC AMENDMENT FILING

NAME: SUNCOAST EAST NO. 6, INC.

FILED
95 JUN 15 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- XX ARTICLES OF AMENDMENT
- 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:

[Handwritten: AMEND, 645]

AMENDMENT TO ARTICLES OF INCORPORATION
OF
SUNCOAST EAST NO. 6, INC.

FILED
95 JUN 15 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDMENT TO ARTICLES OF INCORPORATION OF SUNCOAST EAST NO. 6, INC. (this "Amendment"), as adopted by the stockholders and directors of SUNCOAST EAST NO. 6, INC., a Florida corporation (the "Corporation"), on June 9, 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.

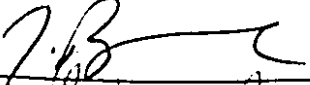
(b) Except as hereby amended, the terms and conditions of the Articles of Incorporation shall remain in full force and effect without modification.

(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.

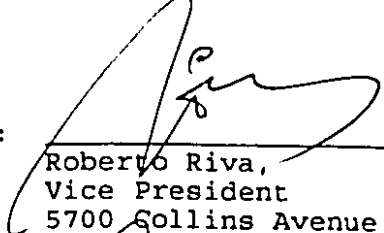
EXECUTED AND DELIVERED
IN THE PRESENCE OF:

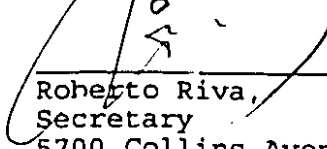

Name: TODD BRUSSEL


Name: MARIA MORALES


Name: TODD BRUSSEL


Name: MARIA MORALES

By: 
Roberto Riva,
Vice President
5700 Collins Avenue
Miami Beach, Florida 33140

By: 
Roberto Riva,
Secretary
5700 Collins Avenue
Miami Beach, Florida 33140

[CORPORATE SEAL]

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