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**BASIC AMENDMENT****CARDINAL PROPERTIES, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CARDINAL PROPERTIES, INC.**

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These Amended and Restated Articles of Incorporation of Cardinal Properties, Inc., a Florida corporation (the "Corporation"), amend and restate in their entirety the Articles of Incorporation of the Corporation filed with the Florida Secretary on August 25, 1995 and assigned Document No. P95000065950, as amended by Articles of Amendment to the Articles of Incorporation of the Corporation filed with the Florida Secretary on August 13, 1999, as follows:

**ARTICLE I - NAME**

The name of this Corporation is Cardinal Properties, Inc.

**ARTICLE II - ADDRESS**

The street address of the principal office of the Corporation shall be:

1700 SunTrust International Center, One SE Third Avenue, Miami, Florida 33131

**ARTICLE III - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV - PURPOSE**

The purpose of the Corporation shall be limited to owning and managing the general partnership interest of the Corporation (the "Partnership Interest") in BR Brickell Associates, Ltd., a Florida limited partnership ("BR Brickell"), in accordance with the terms and provisions of the Partnership Agreement of BR Brickell; provided, however, that without further limiting the foregoing, the Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida which is incidental to its purpose. No other activity shall be undertaken without the unanimous consent of the shareholders of the Corporation.

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Richard J. Razook  
Florida Bar No. 207470  
Thomson Muraro Razook & Hart, P.A.  
1700 SunTrust International Center  
One Southeast Third Avenue  
Miami, Florida 33131  
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Fax Audit No. H99 000026640 5ARTICLE V - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be One Southeast Third Avenue, 17th Floor, Miami, Florida 33131 and the registered agent of the Corporation at such office shall be Richard J. Razook, who upon accepting this designation agrees to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, with respect to maintaining a registered agent and a registered office for service of process.

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) members, one of which shall be an independent director that is not a shareholder of the Corporation. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The names and addresses of the member of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Facundo L. Bacardi	One SE Third Avenue, 17th Floor Miami, Florida 33131
Marlene Carbonell	One SE Third Avenue, 17th Floor Miami, Florida 33131
Richard J. Razook	One SE Third Avenue, 17th Floor Miami, Florida 33131

ARTICLE VIII - DEBT LIMITATION

The Corporation shall not incur any debt or liabilities except in the ordinary course of business relating to the ownership and management of the Partnership Interest.

ARTICLE IX - ORGANIZATIONAL CHANGES

The Corporation shall not voluntarily commence or otherwise undertake a dissolution, liquidation, consolidation, or merger nor will these Articles of Incorporation be amended or modified in any manner that is conflict with the terms of the Partnership Agreement of BR Brickell or any instrument or agreement to which it is bound. In all events, the unanimous consent of the shareholders shall be required to commence or undertake any of the foregoing actions.

ARTICLE X - AUTHORITY

The unanimous consent of the Board of Directors shall be required to:

- a. File or consent to the filing of a bankruptcy or insolvency petition or otherwise institute insolvency proceedings or cause BR Brickell to do so;
- b. To dissolve, liquidate, consolidate, merge, or sell all or substantially all of the assets of the Corporation;

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- c. Engage in any business activity other than as provided in Article IV; and
- d. Amend these Articles of Amendment or vote to amend the Partnership Agreement of BR Brickell.

#### ARTICLE XI - SALE OF PROPERTY

The Corporation shall not sell or permit any other transfer of the Partnership Interest except in a manner not in conflict with the terms of the Partnership Agreement of BR Brickell or any instrument or agreement to which it is bound and only with the unanimous consent of the shareholders.

#### ARTICLE XII - ADDITIONAL PROVISIONS

The Corporation shall:

- a. Maintain books and records separate from any other person or entity;
- b. Maintain its accounts separate from any other person or entity;
- c. Not commingle assets with those of any other entity;
- d. Conduct its own business in its own name;
- e. Maintain separate financial statements;
- f. Pay its own liabilities out of its own funds;
- g. Observe all corporate formalities;
- h. Maintain an arm's-length relationship with its affiliates;
- i. Pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- j. Not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- k. Not acquire obligations or securities of its shareholders or affiliates;
- l. Allocate fairly and reasonably any overhead for shared office space;
- m. Use separate stationery, invoices, and checks;
- n. Not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- o. Hold itself out as a separate entity;
- p. Correct any known misunderstanding regarding its separate identity; and
- q. Not make distributions of Corporation assets which would render its capital inadequate in light of its contemplated business needs.

These Amended and Restated Articles of Incorporation were adopted by unanimous written consent of the shareholders and directors of the Corporation on October 22<sup>nd</sup>, 1999.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation of the Corporation this 22<sup>nd</sup> day of October, 1999, to be effective in all respects as of the date of filing with the Florida Secretary of State.

Cardinal Properties, Inc.

By: Marlene Carbonell  
Marlene Carbonell - Vice-President

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