

P96000025308

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

MarketPlace Development Corp

600004275516--9  
-05/22/01--01001--034  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

600004275516--9  
-06/11/01--01071--012  
\*\*\*\*\*17.50 \*\*\*\*\*17.50

<input type="checkbox"/>	Art of Inc. File	
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
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<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
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<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
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2001 JUN 19 PM 12:51  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 JUN 11 PM 11:23  
DIVISION OF CORPORATION

G. COULLIETTE JUN 19 2001

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 11, 2001

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: MARKETPLACE DEVELOPMENT CORP.  
Ref. Number: P96000025308

RECEIVED  
01 JUN 19 PM 11:29  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for MARKETPLACE DEVELOPMENT CORP. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You will have to have the manner of adoption and the date included as part of this document. You also need to correct the date in "Third". Please make corrections and resubmit for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

ATTN: Cheryl Coulliette  
Document Specialist

Letter Number: 701A00035755

*Please let me know if this is OK.*

*Sharon  
Lulani*

FILED  
2001 JUN 19 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
MARKETPLACE DEVELOPMENT CORP.

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation law of the State of Florida, do hereby certify as follows:

FIRST: The name of the Corporation is "Marketplace Development Corp."

SECOND: The address of the Corporation's registered office in the State of Florida is 1595 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952. The name of its registered agent at such address is Rickey L. Farrell, Esquire, 1595 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

THIRD: This corporation shall have perpetual existence commencing on the date of the filing of the original Articles of Incorporation with the Department of State on March 21, 1996.

FOURTH: The purpose of the Corporation shall be limited to serving as the general partner of Marketplace Port St. Lucie Limited Partnership, a Florida limited partnership the ("Property Owner"), owning, operating, managing and leasing the property commonly known as The Marketplace at Port St. Lucie, Port St. Lucie, Florida (the "Property") and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except (i) in its capacity as general partner of the Partnership; (ii) mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Lehman Brothers Bank, FSB and its successors and assigns with respect to the Indebtedness ("Lender"), (iii) unsecured loans from shareholders, officers or directors which are for the sole purpose of funding operating shortfalls and capital improvements of the Property; and (iv) trade payables incurred in the ordinary course of business.

FIFTH: The total number of shares which the Corporation shall have authority to issue is 7500 shares of Common Stock, par value \$1.00 per share.

SIXTH: the name and mailing address of the Corporation is as follows:

<u>Name</u>	<u>Mailing Address</u>
Marketplace Development Corp.	c/o Rickey L. Farrell, Esquire 1595 SE Port St. Lucie Boulevard Port St. Lucie, FL 34952

SEVENTH: The Board of Directors is expressly authorized to adopt, amend, or repeal the By-Laws of the Corporation upon the conditions set forth in the By-Laws.

EIGHTH: Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall otherwise provide.

NINTH: A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director;

provided however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Corporation Laws of the State of Florida, or (iv) for any transaction from which the director of the Corporation derived an improper financial benefit. If the General Corporation Law of Florida is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Corporation Law of Florida as so amended. Any repeal or modification of this Article NINTH by the stockholders of the Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

TENTH: The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors is required to take or cause the Property Owner to take any of the following actions:
  - (a) causing the Corporation or the Property Owner to become insolvent;
  - (b) commencing any case, proceeding or other action on behalf of the Corporation or the Property Owner under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
  - (c) instituting proceedings to have the Corporation or the Property Owner adjudicated as bankrupt or insolvent;
  - (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Property Owner;
  - (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation or the Property Owner of its debts under any federal or state law relating to bankruptcy;
  - (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Property Owner or a substantial portion of the properties of the Corporation or the Property Owner;
  - (g) making any assignment for the benefit of the Corporation's or the Property Owner's creditors; or
  - (h) taking any action or causing the Corporation or the Property Owner to take any action in furtherance of any of the foregoing;
2. For so long as the Indebtedness is outstanding, the Corporation shall not:
  - (a) amend the Certificate of Incorporation;

- (b) engage in any business activity other than as set forth in Article FOURTH;
- (c) withdraw as a general partner of the Property Owner; or
- (d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets or cause the Property Owner to dissolve, liquidate consolidate, merge, or sell all or substantially all of its assets; or
- (e) transfer its interest or a portion thereof in the Property Owner, except as expressly permitted under the loan documents executed in connection with the Indebtedness.
- (f) The Corporation shall and the Corporation shall require the Property Owner to:
  - (a) not commingle its assets with those of any other entity and hold its assets in its own name;
  - (b) conduct its own business in its own name;
  - (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
  - (d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
  - (e) pay its own liabilities out of its own funds;
  - (f) maintain adequate capital in light of contemplated business operations;
  - (g) observe all corporate or other organizational 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 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 affiliates or shareholders; however, nothing set forth herein shall prevent any officer of the Corporation or partner of Property Owner from making unsecured loans to the Corporation by agreement with the Corporation.
  - (l) not make loans to any other person or entity;

- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices, and checks;
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of the other.

4. The Board of Directors is to consider the interests of the Corporation's creditors and the Property Owner's creditors in connection with all corporate actions.

ELEVENTH: Any and all Corporation obligations to indemnify its directors and officers shall not constitute a claim against the Corporation, as long as the Loan is outstanding.

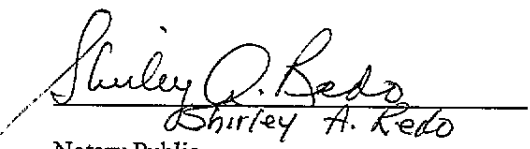
IN WITNESS WHEREOF, I have hereunto set my hand this 1<sup>st</sup> day of June, 2001 and I affirm that the foregoing certificate is my act and deed and that the facts stated therein are true.

  
 Scott A. LaBonte, Vice President

STATE OF CONNECTICUT )  
 ) ss. West Hartford  
 COUNTY OF HARTFORD )

June 1, 2001

BEFORE ME, a Notary Public authorized to take acknowledgements in the State of Connecticut, personally appeared, Scott A. LaBonte as Vice President of Marketplace Development Corp., who is personally known to me and who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed the Amended and Restated Articles of Incorporation as his free act and deed as such Vice President.

  
 Shirley A. Redo  
 Notary Public  
 My Commission Expires: 11/30/04

## MARKETPLACE DEVELOPMENT CORP. BOARD OF DIRECTORS MEETING MINUTES

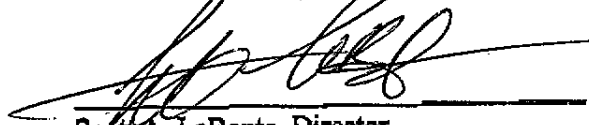
A meeting of the Board of Directors of Marketplace Development Corp., was held on the 1st day of June, 2001, at 1:30 o'clock p.m., at the office of Levy & Droney, P.C., 74 Batterson Park Road, Farmington, CT 06032. All Directors were present and waived notice of the meeting.

By unanimous resolution, the Board approved the Amended and Restated Articles of Incorporation and recommended approval of same to the Shareholders.

There being no further business to come before the Board, the meeting was adjourned at 1:45 o'clock p.m.

IN WITNESS WHEREOF, the undersigned have hereon set their hands and seals as of the 1<sup>st</sup> day of June, 2001.

  
Roland G. LaBonte, Director

  
Scott A. LaBonte, Director

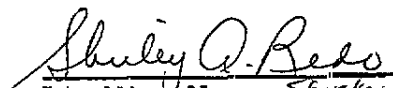
(Corporate Seal)

ATTEST:

  
Roxanne Blaze, Secretary

### STATE OF CONNECTICUT COUNTY OF HARTFORD

The foregoing instrument was acknowledged before me this 15 day of June, 2001 by Roland G. LaBonte, as Director, Scott A. LaBonte, as Director, and Roxanne Blaze, as Secretary of Marketplace Development Corp., a Florida corporation, who have produced themselves as identification and who did/did not take an oath. They has acknowledged to and before me that they executed this instrument for the purposes herein expressed.

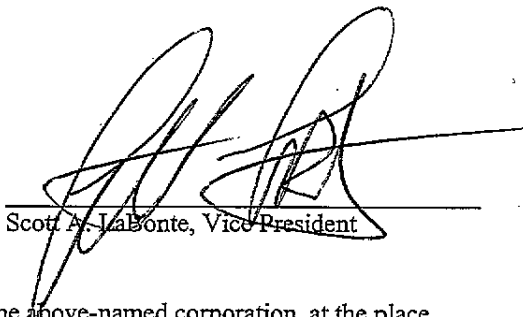
  
Printed Notary Name: Shirley A. Redo  
Notary Public, State of Connecticut  
Commission Expires: 11/30/04

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

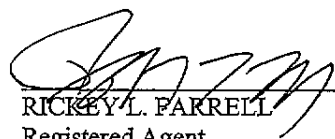
FIRST: that **Marketplace Development Corp.** in desiring to amend and restate its Articles of Incorporation dated March 20, 1996 and filed with the Secretary of State on March 21, 1996 under the laws of the State of Florida, with its principal place of business at 1595 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952, has named Ricky L. Farrell, Esquire, 1595 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34952, as its agent to accept service of process within Florida.

Dated: June 6<sup>th</sup>, 2001



\_\_\_\_\_  
Scott A. Labonte, Vice President

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



\_\_\_\_\_  
RICKY L. FARRELL  
Registered Agent

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