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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GREENBERG TRAUER (WEST PALM BEACH)

ACCT#: 075201001473

CONTACT: JUDITH EQUELS OR BARBARA SPRINGTHORPE

PHONE: (407)650-7900

FAX #: (407)655-6222

NAME: CEBBRAID ^{Signal} W.T.C. CORP.

AUDIT NUMBER.....H96000014340

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 10

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DEL.METHOD.. FAX

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**ARTICLES OF INCORPORATION
OF
CEEBRAID-SIGNAL W.T.C. CORP.**

The undersigned natural person of the age of eighteen years or more, acting as the sole incorporator of a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Ceebraid-Signal W.T.C. Corp.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized, subject to the provisions to article 607.0401 of the Florida Business Corporation Act, is solely to acquire, manage, own and hold the General Partnership interest in CSC West Town Colony, Ltd. (the "Partnership") and to act as the general partner in such Partnership with all of the rights,

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Greenberg, Traurig et al
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FL Bar No.294470

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TALLAHASSEE, FLORIDA

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powers, obligations and liabilities of general partner under the limited partnership agreement of such Partnership (the "Limited Partnership Agreement") and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same.

ARTICLE IV

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of common stock with the par value of \$0 each.

No shareholder of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

No holder of securities of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any securities of the corporation now or hereafter authorized to be issued, or securities held in the treasury of the corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise. Any such securities may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of not less than One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

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ARTICLE VI

The street address of the corporation's initial registered office is 250 Australian Avenue, Suite 1003, West Palm Beach, FL 33401 and the name of its initial registered agent at such address is Richard Schlesinger.

ARTICLE VII

The number of directors constituting the initial Board of Directors is four, including the two Independent Directors as set forth in Article X below, and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Jason Schlesinger	83 Morgan St., Stamford, CT 06905
Leslie Schlesinger	801 South County Road, Palm Beach, FL 33480
RICHARD UVA (Independent)	
JOSEPH TOOHER, JR. (Independent)	

ARTICLE VIII

No director shall be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found liable for:

- (1) a breach of the director's duty of loyalty to the corporation or its shareholders;

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- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of the director is expressly provided by an applicable statute.

Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IX

Any action required by the Florida Business Corporation Act to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Any such written consents shall be executed, dated and filed with the corporation in the manner required by Sec. 607.014 of the Florida Business Corporation Act.

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ARTICLE X

The corporation shall at all times observe the applicable legal requirements for the recognition of the corporation as a legal entity separate from any partners of the Partnership ("Partners") and Affiliates (as defined below), including, without limitation, as follows:

- (a) At least two (2) of the directors of the corporation (the "Independent Directors") shall be persons who are not, and have not within the past 3 years been, (i) an officer, director, employee or 10 percent stockholder of the corporation, any Partner of any Affiliate, (ii) a member of the immediate family of any such person or of any Affiliate or (iii) a professional retained by the corporation.
- (b) The corporation shall maintain its principal executive offices and telephone and facsimile numbers separate from that of any Affiliate and shall conspicuously identify such office and numbers as its own. Additionally, the corporation shall use its own separate stationary, invoices and checks which reflect its separate address, telephone number and facsimile number, as appropriate.
- (c) The corporation shall maintain its corporate records and books and accounts separate from those of any Affiliate or any other entity. The corporation shall prepare unaudited quarterly and annual financial statements, and the corporation's financial statements shall substantially comply with generally accepted accounting principles.
- (d) The corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.

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- (e) The corporation shall hold itself out to the public (including any Affiliate's creditors) under the corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate.
- (f) All customary formalities regarding the corporate existence of the corporation, including holding meetings of or obtaining the consent of its Board of Directors, as appropriate, and its stockholders and maintaining current and accurate minute books separate from those of any Affiliate, shall be observed.
- (g) The corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. No Affiliate shall be appointed or act as agent of the corporation.
- (h) Investments shall be made in the name of the corporation directly by the corporation or on its behalf by brokers engaged and paid by the corporation or its agents.
- (i) Except as required by The Prudential Insurance Company of America, or its successors or assigns, or any other lender to the Partnership (collectively, the "Lender"), the corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any Partner or any Affiliate, nor shall it make any loan, except as permitted in the Limited Partnership Agreement.
- (j) The corporation is and will be solvent and shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets.

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(k) Assets of the corporation shall be separately identified, maintained and segregated. The corporation's assets shall at all times be held by or on behalf of the corporation and if held on behalf of the corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and it shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate.

(l) The corporation shall not take any action if, as a result of such action, the corporation would be required to register as an investment company under the Investment Company Act of 1940, as amended.

(m) The corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

(n) All data and records (including computer records) used by the corporation or any Affiliate in the collection and administration of any loan shall reflect the corporation's ownership interest therein.

(o) None of the corporation's funds shall be invested in securities issued by any Affiliate.

"Affiliate" means any person or entity other than the corporation (i) which owns beneficially, directly or indirectly, more than 50 percent of the outstanding shares of the common stock or which is otherwise in control of the corporation, (ii) of which more than 50 percent of the outstanding voting securities are owned beneficially, directly or indirectly, by any person or

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entity described in clause (i) above, or (iii) which is controlled by any person or entity described in clause (i) above; provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

In the event of the death, incapacity, resignation or removal of an Independent Directors, the Board of Directors shall promptly appoint replacement Independent Directors. In addition, no Independent Director may be removed unless his or her successor has been elected.

ARTICLE XI

The corporation shall not, without the affirmative vote of 100 percent of the Board of Directors, including the affirmative vote of the Independent Directors, institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the corporation or a substantial part of its property; or make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due; or take any corporate action in furtherance of any such action.

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ARTICLE XII

Additionally, the corporation shall not, without the affirmative vote of 100 percent of the Board of Directors, including the affirmative vote of the Independent Directors. (a) liquidate or dissolve the corporation in whole or in part, (b) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity and (c) amend or modify these Articles of Incorporation.

ARTICLE XIII

Notwithstanding anything to the contrary, the corporation may not amend Articles III, X, XI or XII hereof, so long as any indebtedness remains outstanding to the Lender by the corporation or the Partnership, unless the Lender consents to such amendment in writing. Such consent of the Lender is prerequisite to such amendment becoming effective.

ARTICLE XIV

The name and address of the incorporator is:

NAME

Richard Schlesinger

ADDRESS250 Australian Avenue, Suite 1003
West Palm Beach, FL 33401

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EXECUTED BY THE UNDERSIGNED INCORPORATOR on this 21st
day of October, 1996.


Richard Schlesinger

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Richard Schlesinger, am familiar with and accept the obligations of the appointment as the initial registered agent of **CEEDRAID-SIGNAL W.T.C. CORP.**, a Florida corporation, as made in the foregoing Articles of Incorporation.

DATED: October 21, 1996

By: 
Richard Schlesinger

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