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12/04/96 FLORIDA DIVISION OF CORPORATIONS 3:31 PM
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((H96000017028 7)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EDWARDS & ANGELL ACCT#: 075410001517
CONTACT: REBECCA F BLACK
PHONE: (407)833-7700 FAX #: (407)635-8719

NAME: 1650 DUNLAWTON AVENUE, INC.
AUDIT NUMBER.....H96000017028
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CL.CT. OF STATUS..1 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$131.25

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TALLAHASSEE, FLORIDA

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TO 19049224001

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FAX AUDIT #H96000017028

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
1650 DUNLAWTON AVENUE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be 1650 DUNLAWTON AVENUE, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock, \$.01 par value per share.

ARTICLE IV. ADDRESS

The principal address of the corporation shall be in care of Edwards & Angell, Attention: Gregory E. Young, 250 Royal Palm Way, Ste. 300, Palm Beach, Florida 33840.

The street address of the initial registered office of the corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33840 and the name of the initial registered agent of the corporation at that address is Gregory E. Young.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

FAX AUDIT #H96000017028
Gregory E. Young
Florida Bar No. 876800
Edwards & Angell
250 Royal Palm Way, Ste. 300
Palm Beach FL 33480
(561) 833-7700

FAX AUDIT #H96000017028

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The name and street address of the initial member of the Board of Directors are:

Gregory E. Young
Edwards & Angell
250 Royal Palm Way, Ste. 300
Palm Beach, Florida 33480

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director

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FAX AUDIT #H96000017028

of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR


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

Gregory E. Young
Edwards & Angell
250 Royal Palm Way, Ste. 300
Palm Beach, Florida 33480

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 4th day of December, 1996.



Gregory E. Young, Incorporator

12-05-96 04:10AM

TO 19049224001

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FAX AUDIT #H000017028

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

1650 Dunlawton Avenue, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the Town of Palm Beach, County of Palm Beach, State of Florida, has named Gregory E. Young, whose address is Edwards & Angell, 250 Royal Palm Way, Ste. 250, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 4th day of December, 1996.



Gregory E. Young

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1/03/97 FLORIDA DIVISION OF CORPORATIONS 10:37 AM
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((119700000119 2)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: EDWARDS & ANGELL ACCT#: 075410001517

CONTACT: REBECCA F BLACK
PHONE: (407)833-7700

FAX #: (407)655-8719

NAME: 1650 DUNLAWTON AVENUE, INC.
AUDIT NUMBER.....H97000000119
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 1
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

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TALLAHASSEE, FLORIDA

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FAX AUDIT #H97000000119

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1650 DUNLAWTON AVENUE, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is 1650 Dunlawton Avenue, Inc.

Second: The following provision of the Articles of Incorporation of 1650 Dunlawton Avenue, Inc., a Florida Corporation, filed with the Secretary of State on December 4, 1996 is hereby amended as follows:

Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and is amended to read as follows:

"ARTICLE IV. ADDRESS"

The principal address of the corporation shall be in care of Hohl & Partners, Inc., Sixty State Street, Suite 700, Boston, Massachusetts 02109, Attn: Mark S. Scott, Esq.

The street address of the initial registered office of the corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33840 and the name of the initial registered agent of the corporation at that address is Gregory E. Young."

Third: The foregoing amendment of the Articles of Incorporation was adopted as of the 31st day of December, 1996, by written consent of the sole Director of the Corporation and Shareholder vote was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of the 2nd day of January, 1997, and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation are true and correct.

1650 Dunlawton Avenue, Inc.

FAX AUDIT #H97000000119
Gregory E. Young
Florida Bar #876800
Edwards & Angell
250 Royal Palm Way
Palm Beach FL 33480
561-833-7700

By: 
Gregory E. Young, Director

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1/13/97 FLORIDA DIVISION OF CORPORATIONS 9:43 AM
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: EDWARDS & ANGELL ACCT#: 075410001517
CONTACT: REBECCA F BLACK
PHONE: (407)833-7700 FAX #: (407)655-8719

NAME: 1650 DUNLAWTON AVENUE, INC.
AUDIT NUMBER.....H9700000651
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..1 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

1650 DUNLAWTON AVENUE, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is 1650 Dunlawton Avenue, Inc.

Second: The following provisions of the Articles of Incorporation of 1650 Dunlawton Avenue, Inc., a Florida Corporation, filed with the Secretary of State on December 4, 1996 and first amended January 3, 1997 are hereby amended as follows:

Article II of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and is amended to read as follows:

"ARTICLE II. NATURE OF BUSINESS

This Corporation is a Special Purpose Corporation and the purpose for which it organized is limited solely to (A) being the Managing Member of 1650 Dunlawton Avenue, L.C. (hereinafter referred to as the "Borrower"), (B) acting as, and exercising all of the authority of, the Managing Member of the Borrower, and (C) the transacting of any and all lawful business for which a corporation may be organized under the laws of the United States, the State of Florida or any other state, country, territory or nation."

The following Articles are added to the Articles of Incorporation of the Corporation following Article X and made a part thereof:

"ARTICLE XI. RESTRICTIONS ON AUTHORITY

1. The Corporation is prohibited from incurring indebtedness, except as it is liable for the Borrower's indebtedness in its capacity as Managing Member of the Borrower.
2. The Corporation is prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of assets for so long as the Mortgage Loan is outstanding, and from causing the Borrower to do any of the foregoing for as long as the Mortgage Loan is outstanding.
3. The Corporation is required to continue serving in the capacity of Managing Member of the Borrower, so long as the Loan is outstanding."

FAX AUDIT #H96000000651
Gregory E. Young
Florida Bar No. 876800
Edwards & Angell
250 Royal Palm Way
Palm Beach FL 33480
561-833-7700

FAX AUDIT #H97000000651

"ARTICLE XII. SEPARATENESS COVENANTS

1. The Corporation shall:
 - a. Maintain the books and records of the Corporation separate from any other person or entity;
 - b. Maintain its bank accounts separate from any other person or entity;
 - c. Not commingle its assets with those of any other person or entity and shall hold all of its assets in its own name;
 - d. Conduct its own business in its own name;
 - e. Maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
 - f. Pay its own liabilities and expenses only out of its own funds;
 - g. As appropriate for the organizational structure of the Borrower, to observe all limited liability company and other organizational formalities;
 - h. Maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
 - i. Pay the salaries of its own employees from its own funds;
 - j. Maintain a sufficient number of employees in light of its contemplated business operations;
 - k. Not guarantee or become obligated for the debts of any other entity or person;
 - l. Not hold out its credit as being available to satisfy the obligations of any other person or entity;
 - m. Not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
 - n. Not make loans to any other person or entity or buy to hold evidence of indebtedness issued by any other person or entity (other than cash and investment-grade securities);

- o. Allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
- p. Use separate stationery, invoices, and checks bearing its own name;
- q. Not pledge its assets for the benefit of any other person or entity;
- r. Hold itself out as a separate identity;
- s. Correct any known misunderstanding regarding its separate identity;
- t. Not identify itself as a division of any other person or entity; and
- u. Maintain adequate capital in light of its contemplated business operations."

"ARTICLE XIII. RESTRICTIONS ON BOARD OF DIRECTORS

A unanimous consent of all of the members of the Board of Directors is required for the Corporation to, and for the Corporation to cause the Borrower to:

- a. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally;
- b. Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of its properties;
- c. Make any assignment for the benefit of the Corporation's creditors; or
- d. Take any action in furtherance of the foregoing."

"ARTICLE IX. AMENDMENTS

The Corporation is prohibited from amending the provision specified in Articles XI through XIII above without the consent of the Lender, or after the securitization of the Loan, only if the Borrower received (i) confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating and (ii) approval of such amendment by the Lender or its assigns.

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All capitalized terms used and not defined herein shall have the respective meanings ascribed to them in the Loan Document which Borrower and the Corporation are parties to."

Third. The foregoing amendment of the Articles of Incorporation was adopted as of the 10th day of January, 1997, by written consent of the sole Director of the Corporation and Shareholder vote was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of the 10th day of January, 1997, and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation are true and correct.

1650 Dunlawton Avenue, Inc.

By:  _____
Gregory C. Young, Director