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CONTACT: JUDITH E COVEY
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NAME: RCP SARASOTA, INC.

AUDIT NUMBER.....H97000004498

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**ARTICLES OF INCORPORATION
OF
RCP SARASOTA, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is RCP Sarasota, Inc.

**II.
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**III.
Purposes**

The purpose of the Corporation shall be limited to serving as the general partner of RCP Sarasota, Ltd., a Florida limited partnership (the "Partnership"), and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as general partner of the Partnership.

**IV.
Principal Office**

The principal office and mailing address of the Corporation is c/o RCP General, Inc., 445 Park Avenue, New York, New York 10020.

Prepared By: John T. Diamandis
Florida Bar No. 0797677
Rudnick & Wolfe
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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V.
Capital Stock

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

VI.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of its initial registered agent at such address is C T Corporation System.

VII.
Directors

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. Election of Directors need not be by written ballot unless the Bylaws of the Corporation shall otherwise provide. The name and address of the initial director of the Corporation, who will serve until his successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Jonathan A. Rosen	c/o RCP General, Inc. 445 Park Avenue New York, New York 10022

VIII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
John T. Diamandis	c/o Rudnick & Wolfe 101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602

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IX.
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

X.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XI.
Bylaws

The Corporation's Board of Directors is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation upon the conditions set forth in the Bylaws.

XII.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

XIV.
Regulation of Internal Affairs of Corporation

The following provisions regulate the internal affairs of the Corporation:

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1. A unanimous vote of the Board of Directors is required to take on its own behalf, or cause the Partnership to take, any of the following actions:

- (a) causing the Corporation or the Partnership to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation or the Partnership under any existing or future laws of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation or the Partnership adjudicated as bankrupt or insolvent;
- (d) consent to the institution of bankruptcy or insolvency proceedings against the Corporation or the Partnership;
- (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 Partnership 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 Partnership or a substantial portion of the properties of the Corporation or the Partnership;
- (g) making any assignment for the benefit of the Corporation's or the Partnership's creditors; or
- (h) taking any action or causing the Partnership to take any action in furtherance of any of the foregoing.

2. For so long as that certain loan between Lehman Brothers Holdings, Inc. ("Lender") and the Partnership (the "Loan") is outstanding, the Corporation shall not:

- (a) amend the Articles of Incorporation;
- (b) engage in any business activity other than as set forth in Article III of these Articles of Incorporation;
- (c) withdraw as a partner of the Partnership;
- (d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets, or cause the Partnership to dissolve, liquidate,

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consolidate, merge, or sell all or substantially all of the Partnership's assets; or

- (c) transfer its interest or a portion thereof in the Partnership, except as expressly permitted by Lender.

3. The Corporation shall, and the Corporation shall require the Partnership to:

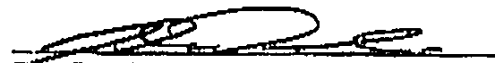
- (a) not commingle its assets with those of any other entity and hold its assets in its own name;
- (b) conduct its own business in its own name;
- (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
- (d) maintain its books, records, resolutions 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;
- (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;

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- (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 Partnership's creditors in connection with all corporate actions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 17, 1997.


John T. Diamandis, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for RCP Sarasota, Inc. at the place designated in these Articles of Incorporation, C T Corporation System hereby accepts the appointment as registered agent and agrees to act in this capacity. C T Corporation System is familiar with and accept its obligations as registered agent and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

C T CORPORATION SYSTEMDated: March 17, 1997.

By: Victoria Goldstein
Name: Victoria Goldstein
Title: Special Assistant Secretary

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