



THE UNITED STATES
CORPORATION
COMPANY

P970000034729

ACCOUNT NO. : 072100000032

REFERENCE : 478595 4308494

AUTHORIZATION :

COST LIMIT :

\$ 35. *Patricia Pizante*

ORDER DATE : July 29, 1997

ORDER TIME : 10:10 AM

ORDER NO. : 478595-005

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CUSTOMER NO: 4308494

CUSTOMER: Veronica Harris, Legal Asst
Reid & Riege, P.c.
One State St.
18th Floor
Hartford, CT 06103

*Restated
Articles*

DOMESTIC AMENDMENT FILING

NAME: HRA COURTYARDS, INC.

EFFECTIVE DATE:

FILED
97 JUL 30 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

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ARTICLES OF RESTATEMENT
OF
HRA COURTYARDS, INC.

FILED
97 JUL 30 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida:

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is HRA Courtyards, Inc.
2. The text of the Restated Articles of Incorporation of the Corporation, as amended hereby, is annexed hereto and made a part hereof.

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
2. Articles SIXTH, SEVENTH, EIGHTH and TENTH of the Articles of Incorporation of the Corporation are hereby amended so as to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof. Article NINTH of the Articles of Incorporation of the Corporation are hereby added to the Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendments was June 19, 1997.
4. Only one voting group was entitled to vote on the said amendments.
5. The number of votes cast for the said amendments by the said voting group was sufficient for the approval thereof.

Executed on June 19, 1997.

HRA COURTYARDS, INC.

By _____

Name: LEONARD W COTTON

Title: PRESIDENT

RESTATED ARTICLES OF INCORPORATION

OF

HRA COURTYARDS, INC.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is HRA Courtyards, Inc.

SECOND: The street address, wherever located, of the principal office of the Corporation is 1177 Kane Concourse, Bay Harbor, Florida 33154. The mailing address, wherever located, of the principal office of the Corporation is 1177 Kane Concourse, Bay Harbor, Florida 33154.

THIRD: The number of shares which the Corporation is authorized to issue is 1,000, all of which are a par value of no dollars each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

NAME:
John E. D'Amico

ADDRESS:
Reid and Riege, P.C.
One State Street
Hartford, Connecticut 06103

SIXTH: The shareholders of the Corporation shall not have preemptive rights.

SEVENTH: The purposes for which the corporation is organized is limited solely to (i) owing and holding a general partner interest in and acting as general partner of Kendall Courtyards Limited Partnership, a Florida limited partnership (the "Limited Partnership"), and (ii) transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida that is incident and necessary and appropriate to the foregoing.

EIGHTH: The number of directors of the Corporation shall be from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation, but in no event shall the number of directors be less than three (3). Such directors shall at all times include at least two (2) Independent Directors (as defined below), and the Corporation shall be without authority to take the actions specified herein as requiring a vote of the Independent Directors absent the currently effective appointment and approval of such Independent Directors. As referred to herein, an "Independent Director" shall mean a director of the Corporation who is not at the time of appointment and has not been at any time during the preceding two (2) years: (i) a stockholder, director, officer, employee, member or partner of the Corporation, the Limited Partnership or any affiliate of either of them; (ii) a customer, supplier or other person who derives more than 10% of its purchases or revenues from its activities with the Corporation or the Limited Partnership or any affiliate of either of them, (iii) a person or other entity controlling or under common control with any such stockholder, partner, member, customer supplier or other person; or (iv) a member of the immediate family of any such stockholder, director, officer, employee, member, partner, customer, supplier or other person. (As used herein, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, policies or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise.)

NINTH: Notwithstanding any other provision of these Articles of Incorporation or any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous vote of all of the members of the Board of Directors, which vote must include the vote of the Independent Directors, do any of the following: (i) dissolve or liquidate, in whole or in part; consolidate or merge with or into any other business entity; or convey, sell or transfer all or substantially all of its assets or cause the Limited Partnership to do any of the foregoing; (ii) engage in any business or activity other than as set forth in Article Seventh of these Articles of Incorporation, as amended and restated, or cause the Limited Partnership to engage in any business activity not expressly permitted in its organizational documents; (iii) withdraw as the general partner of the Limited Partnership; or (iv) institute any Bankruptcy Action. As referred to herein, the term "Bankruptcy Action" means: (A) taking any action that might cause the Corporation or the Limited Partnership to become insolvent; (B) commencing any case, proceeding or other action on behalf of the Corporation or the Limited Partnership 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 Limited Partnership adjudicated as bankrupt or insolvent; (D) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Limited 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 its debts or the Limited Partnership on behalf 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 a substantial portion of its properties, or for the Limited Partnership or a substantial portion of its properties; (G) making any assignment for the benefit of the Corporation's or the Limited Partnership's creditors; or (H) taking any action, or causing the Limited Partnership to take any action, in furtherance of any of the foregoing.

Notwithstanding any other provision of these Articles of Incorporation or any provision of law that otherwise so empowers the Corporation, the unanimous vote of all of the members of the Board of Directors, including the votes of the Independent Directors, shall be required for the Corporation to amend, alter, change or repeal the provisions of its Articles of Incorporation; to recommend to the shareholders of the Corporation any such amendment, alteration, change or repeal; to cause the Limited Partnership to amend, alter, change or repeal its organizational documents.

TENTH: The Corporation's obligation to indemnify its directors and officers shall not constitute a claim against the Corporation so long as a certain mortgage loan from Lehman Brothers Holdings Inc. to the Limited Partnership is outstanding and, if such obligation is permitted as a claim against the Corporation, it shall be fully subordinated to such mortgage loan.

The Corporation's Board of Directors, when acting upon matters relating to the Limited Partnership, shall take into account the interests of the Limited Partnership's creditors, notwithstanding that the Limited Partnership is not then insolvent.


ELEVENTH: The corporate existence of the Corporation shall begin on April 14, 1997.

[Signed on June 19, 1997]


John E. D'Amico, Incorporator]

Having been named as the registered agent and to accept service of process for the above-named corporation at the place designated in these Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By 
Name: PATRICK WALSH
Title: ASSISTANT SECRETARY