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LAW OFFICES
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FILED

97 AUG 20 AM 11: 28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARTIN R. MALLINGER

August 19, 1997

Florida Secretary of State
Division of Corporations
ATTN: NEW FILING SECTIONS
409 East Gaines Street
Tallahassee FL 32301

100002272921--3
-08/20/97--01109--018
****122.50 ****122.50

RE: NHTC REAL ESTATE, INC.

Dear Sir or Madam:

Enclosed please find original Articles of Incorporation for the above-referenced Florida corporation, along with our check in the amount of \$122.50, representing the filing fee therefor. Please process the enclosure at your earliest convenience and return confirmation of same to the undersigned in the envelope provided.

Thank you for your attention to the foregoing. Please feel free to contact the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.

Lorraine Marie Pollachek

Lorraine Marie Pollachek
Secretary to Martin R. Mallinger

/lmp
Encl.

(NHTCREALESTATE/349.003/secyst01)

PH
8/21/97

ARTICLES OF INCORPORATION
OF

NHTC REAL ESTATE, INC.

FILED
97 AUG 20 AM 11: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

ARTICLES I. NAME

The name of the corporation shall be NHTC REAL ESTATE, INC. (the "Corporation"). The principal place of business of the corporation shall be Tricom Executive Centre, Suite 318, 2001 West Sample Road, Pompano Beach, FL 33064.

ARTICLE II. PURPOSE

The Corporation's business and purpose shall consist solely of the following:

- (i) The acquisition, ownership, operation and management of the real estate project known as Tricom Executive Centre, an office building located in Pompano Beach, Broward County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and
- (ii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE III. LIMITATION ON AUTHORITY

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article II;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable or other indebtedness incurred in the ordinary course of business;
- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting 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 property of the Corporation, 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 corporate action in furtherance of any such action; or
- (vi) amend Articles II, III or IV of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

ARTICLE IV. SEPARATENESS/OPERATIONS MATTERS

The Corporation shall:

- (i) maintain books and records and bank accounts

- separate from those of any other person;
- (ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
 - (iii) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
 - (iv) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
 - (v) prepare separate tax returns and financial statements or, if part of a consolidated group, then it will be shown as a separate member of such group;
 - (vi) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
 - (vii) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
 - (viii) conduct business in its own name and use separate stationery, invoices and checks;
 - (ix) not commingle its assets or funds with those of any other person; and
 - (x) not assume, guarantee or pay the debts or obligations of any other person, except as may be permitted herein.

ARTICLE V. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having no par value per share.

ARTICLE VI. ADDRESS

The street address of the initial registered office of the corporation shall be Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704, and the name of the initial registered agent of the corporation at that address is MARTIN R. MALLINGER.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. DIRECTORS

This corporation shall have initially two (2) directors. The names and street addresses of the initial members of the Board of Directors are:

NEAL R. HELLER
TRICOM EXECUTIVE CENTRE
SUITE 318
2001 WEST SAMPLE ROAD
POMPANO BEACH FL 33064

ELIZABETH HELLER
TRICOM EXECUTIVE CENTRE
SUITE 318
2001 WEST SAMPLE ROAD
POMPANO BEACH FL 33064

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

NEAL R. HELLER
PRESIDENT
TRICOM EXECUTIVE CENTRE
SUITE 318
2001 WEST SAMPLE ROAD
POMPANO BEACH FL 33064

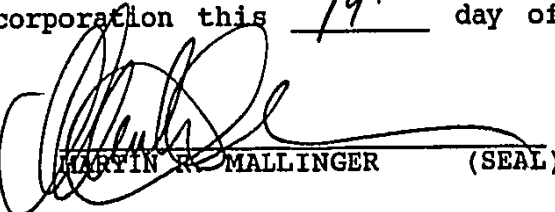
ELIZABETH HELLER
SECRETARY/TREASURER
TRICOM EXECUTIVE CENTRE
SUITE 318
2001 WEST SAMPLE ROAD
POMPANO BEACH FL 33064

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is MARTIN R. MALLINGER, of Martin R. Mallinger, P.A., Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704.

IN WITNESS WHEREOF, the undersigned subscriber has

executed these Articles of Incorporation this 19th day of
AUGUST, 1997.


MARTIN R. MALLINGER (SEAL)

FILED

97 AUG 20 AM 11: 28

STATE OF FLORIDA
COUNTY OF PALM BEACH

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, personally appeared MARTIN R. MALLINGER, [X] to me personally known or [] who produced N/A as identification and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the State and County last aforesaid this 19th day of August, 1997.

Lorraine Marie Pollacher

NAME: _____
NOTARY PUBLIC
COMMISSION NO. _____
MY COMMISSION EXPIRES: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated 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 and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Martin R. Mallinger

MARTIN R. MALLINGER
REGISTERED AGENT

DATE: 8/19/97