

P97000080436



ACCOUNT NO. : 072100000032
REFERENCE : 559366 4323655
AUTHORIZATION : *Patricia Pujato*
COST LIMIT : \$ 96.25

ORDER DATE : October 9, 1997
ORDER TIME : 11:17 AM
ORDER NO. : 559366-005
CUSTOMER NO: 4323655

*Amended
&
Restated*
300002316483--0

CUSTOMER: Katherine Russell, Legal Asst
Annis Mitchell Cockey Edwards
Suite 2100
One Tampa City Center
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: NOMAD ORLANDO, INC.

EFFECTIVE DATE:

 ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

Stamp: Name _____ Date *10/9/97*
EXAMINER'S INITIALS: *Don*
Don
Don
W.P. V. [unclear]

FILED
97 OCT - 9 PM 4: 22
SEATTLE
TALAHASSEE, FLORIDA

97 OCT - 9 PM 12: 19

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NOMAD ORLANDO, INC.

FILED
97 OCT -9 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOMAD ORLANDO, INC., a corporation duly organized and existing under the laws of the State of Florida, hereby certifies that the following Amended and Restated Articles of Incorporation were adopted by its sole shareholder and Board of Directors pursuant to that certain written consent in lieu of a special joint meeting dated October 8, 1997, which shareholder vote was sufficient for approval:

ARTICLE I
Name and Address

The name of this Corporation is: NOMAD ORLANDO, INC. The street address and mailing address of the Corporation is: 2200 Lucien Way, Suite 350, Maitland, Florida 32751.

ARTICLE II
Term of Existence

This Corporation shall have perpetual existence.

ARTICLE III
Purpose

This Corporation is organized for the sole purpose of serving as the general partner of Gulf Realty of Orlando, Ltd., a Florida limited partnership (the "Partnership"), and activities incidental thereto. This Corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as general partner of the partnership.

ARTICLE IV
Authority

The following provisions regulate the internal affairs of this Corporation:

1. A unanimous vote of the Board of Directors, including the Independent Director (as that term is defined below), is required to take on its own behalf, or cause the Partnership, to take any of the following actions:

- (a) causing this Corporation or the Partnership to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of this Corporation or the Partnership under any existing or future law of any jurisdiction

- relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have this Corporation or the Partnership adjudicated as bankrupt or insolvent;
 - (d) consenting to the institution of bankruptcy or insolvency proceedings against this 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 this 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 this 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 Legg Mason Real Estate Services, Inc. and the Partnership (the "Loan") is outstanding, this Corporation shall not:

- (a) amend its Articles of Incorporation;
- (b) engage in any business activity other than as set forth in Article III;
- (c) withdraw as a partner of the Partnership;
- (d) dissolve, liquidate, consolidate, merge or sell all or substantially all of this Corporation's assets, or causing the Partnership to dissolve, liquidate, consolidate, merge or sell or substantially all of the Partnership's assets; or
- (e) transfer its interest or a portion thereof in the Partnership, except as expressly permitted in the loan agreement.

3. This Corporation shall, and this 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;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity, and

(g) 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.

ARTICLE V Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI Registered Office and Agent

The street address of the registered office of this Corporation is 201 North Franklin Street, Suite 2100, Tampa, Florida 33602 and the name of its registered agent at such address is Steven M. Samaha, Esquire.

ARTICLE VII Board of Directors

This Corporation currently has one Director. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the current Director of this Corporation are:

<u>Name</u>	<u>Address</u>
Sulaiman Abalkhail	2200 Lucien Way, Suite 350 Maitland, Florida 32751

ARTICLE VIII Independent Director

For so long as the Loan is outstanding, the Board of Directors of this Corporation shall include one (1) Independent Director. An "Independent Director" shall mean a person who is not and has not within the past five (5) years been (i) an officer, director, employee, partner, member, beneficial-interest holder or stockholder of any partner of the Partnership (a "Partner"), any partner of a Partner, or the Partnership, or any affiliate of any of the foregoing; (ii) a lessee under any lease or supplier of the Partnership or any affiliate thereof (other than a supplier that does not derive more than 10% of its revenues from its activities with the Partnership or any affiliate thereof; or (iii) a spouse, parent, sibling, or child of any person described in (i) or (ii) above provided, however, that a person shall not be deemed to be a director of an affiliate solely by reason of such person being a director of a single-purpose entity. For the purpose of this

definition alone, affiliate means any person or entity which is controlled by, or under common control with, any person or entity described in clause (i) above; provided that the terms "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933.

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE X
Indemnification

This Corporation shall indemnify any Director or Officer or any former Director or Officer, to the full extent permitted by law. Any and all Corporation obligations to indemnify its Directors and Officers shall not constitute a claim against this Corporation, as long as the Loan is outstanding.

ARTICLE XI
Amendment

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

WHEREUPON, this 8th day of October, 1997, this Corporation has caused its duly authorized officer to execute these Amended and Restated Articles of Incorporation so that, on the filing hereof, the Articles of Incorporation shall be deemed amended and restated accordingly.

NOMAD ORLANDO, INC., a Florida corporation

By: 
Sulaiman Abalkhail
President