

PA 7000102288

HHH MANAGEMENT INC.  
AN ASSET MANAGEMENT COMPANY

Via Federal Express

December 2, 1997

Ms. Eddy Harlee  
Landers & Parsons  
310 West College Avenue  
Tallahassee, FL 32302  
(904) 681-0311

600002363096--9  
-12/04/97-01046-034  
\*\*\*\*122.50 \*\*\*\*122.50

RE: G.P. Rutgers II, Inc.

Dear Eddy:

Enclosed herewith are two executed copies of the Articles of Incorporation of the above referenced corporation, together with our checks to cover filing fees and your firm's fee for walk-through services, namely:

Secretary of State  
Landers & Parsons

\$ 122.50  
25.00

Please cause the Articles, together with the self-explanatory consent letter signed by "G.P. Rutgers, Inc.", to be filed with the Secretary of State and return a certified copy of the Articles to the attention of the undersigned via Federal Express (account #1033-8959-3). Our street address is: 6353 W. Rogers Circle, Suite #1, Boca Raton, Florida 33487.

Thank you.

Sincerely,

HHH MANAGEMENT, INC.

*Nancy*

Nancy Ungar  
Executive Assistant

Call Eddy when  
ready for pickup  
681-0311

/nu  
Enc.

gg 12/4/97

**G.P. RUTGERS, INC.**  
**P.O. Box 273760**  
**BOCA RATON, FL 33427**  
**PHONE: (561) 994-2233**  
**FAX: (561) 995-9117**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 3, 1997

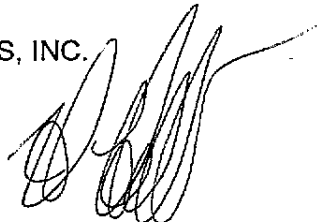
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Ladies/Gentlemen:

We hereby consent to the use of the name "G.P. Rutgers II, Inc." in the formation of a new Florida corporation.

Sincerely,

G.P. RUTGERS, INC.



By: \_\_\_\_\_  
Harry H. Hahamovitch, President

**ARTICLES OF INCORPORATION  
OF  
G.P. RUTGERS II, INC.**

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**ARTICLE I - NAME**

The name of the corporation is: G.P. RUTGERS II, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be: 6353 W.  
Rogers Circle, Suite #1, Boca Raton, Florida 33487.

**ARTICLE III - DURATION**

The corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

**ARTICLE IV - PURPOSE**

The purpose for which the corporation is organized is limited to acting as the general partner (the "General Partner") of RUTGERS PLAZA II, LTD., a Florida limited partnership (the "Partnership").

**ARTICLE V - CAPITAL STOCK**

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be fully paid and nonassessable. The stock of the corporation shall be issued, assigned and/or transferred in strict accordance with such by-laws as the

corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 6353 W. Rogers Circle Circle, Suite #1, Boca Raton, Florida 33487. The name of the initial registered agent of the corporation at that address is: HARRY H. HAHAMOVITCH.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time according to the by-laws of the corporation, but shall never be less than one. The name and address of the initial director of the corporation is:

Harry H. Hahamovitch  
6353 W. Rogers Circle, Suite #1  
Boca Raton, Florida 33487

#### ARTICLE VIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The corporation may, by resolution of its Board of Directors, 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 or criminal, administrative or investigative, by reason of the fact that he/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, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably

incurred by him/her in connection with such action, suit, or proceeding, including any appeal thereof, if he/she acted in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him/her in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

#### ARTICLE IX - INITIAL OFFICERS

The initial officers of the corporation are as follows:

President:	Harry H. Hahamovitch
Vice President:	Vacant
Treasurer:	Harry H. Hahamovitch
Secretary:	Harry H. Hahamovitch

#### ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is: HARRY H. HAHAMOVITCH.

#### ARTICLE XI - BY-LAWS

The initial by-laws of the corporation shall be adopted by the Board of Directors. The by-laws may be altered, amended or repealed by either the Board of Directors or a majority of the stockholders.

#### ARTICLE XII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, subject to Article XIV, paragraph B, below.

#### ARTICLE XIII - AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Florida Statutes, Section 607.0901.

#### ARTICLE XIV - MISCELLANEOUS

Anything herein to the contrary notwithstanding:

A. The corporation's ability to incur indebtedness shall be limited to incurring indebtedness solely in its capacity as General Partner of the Partnership;

B. The corporation shall be prohibited from engaging in any dissolution, liquidation, consolidation, merger, asset sale or amendment of these Articles of Incorporation so long as that certain \$2,100,000.00 loan to the Partnership from HOLLIDAY FENOGLIO, L.P., a Delaware limited partnership, shall remain outstanding;

C. The unanimous consent of the director(s) shall be required to (i) file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings or cause the Partnership to do so, and (ii) except as may otherwise be prohibited herein or in the Agreement

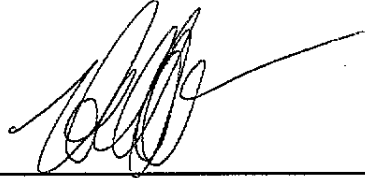
of Limited Partnership of the Partnership, amend the Articles of Incorporation of the corporation or vote to amend the Agreement of Limited Partnership of the Partnership;

D. The director(s) shall be required to consider the interests of the creditors of the corporation in connection with all corporate actions;

E. The corporation hereby agrees to observe the following "Separateness Covenants". The corporation shall:

1. maintain books and records and bank accounts separate from those of any other person;
2. maintain its accounts separate from any other person or entity;
3. not commingle assets with those of any other entity;
4. conduct its business in its own name;
5. pay its own liabilities out of its own funds;
6. observe all corporation formalities;
7. maintain an arm's length relationship with its affiliates;
8. pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
9. 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;
10. not acquire obligations or securities of its shareholders or directors;
11. allocate fairly and reasonably any overhead for shared office space;
12. use separate stationery, invoices and checks;
13. not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
14. hold itself out as a separate entity;
15. correct any known misunderstanding regarding its separate identity; and
16. maintain adequate capital in light of its contemplated business operations.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation  
this 3rd day of December, 1997.



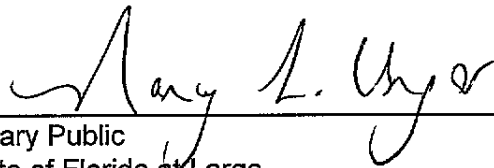
HARRY H. HAHAMOVITCH

STATE OF FLORIDA

COUNTY OF PALM BEACH

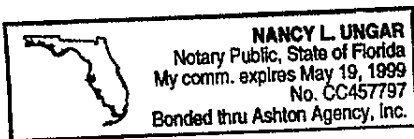
BEFORE ME, the undersigned authority, this day personally appeared HARRY H. HAHAMOVITCH, known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation, and HARRY H. HAHAMOVITCH acknowledged to and before me that he executed those Articles for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 3rd day of December, 1997.



Notary Public  
State of Florida at Large

My Commission Expires: 5-19-99






ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT

HAVING BEEN named as registered agent and to accept service of process for the above-named corporation, at the place designated in this certificate, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 3rd day of December, 1997.



HARRY H. HAHAMOVITCH  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA