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ACCT. #FCA-14

P97000103889

CONTACT:

CINDY HICKS

DATE:

12-26-97

REF. #:

8163.1267

CORP. NAME:

402 S. Kentucky, Inc

FILED  
97 DEC 26 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

( ) ARTICLES OF INCORPORATION

☒ ARTICLES OF AMENDMENT

( ) ARTICLES OF DISSOLUTION

( ) ANNUAL REPORT

( ) TRADEMARK/SERVICE MARK

( ) FICTITIOUS NAME

( ) CERT. OF AUTHORITY

( ) LIMITED PARTNERSHIP

( ) LIMITED PARTNERSHIP

( ) REINSTATEMENT

( ) MERGER

( ) UCC-1

( ) UCC-3

400002383144--5

PLEASE RETURN:

☒ CERTIFIED COPY

( ) CERTIFICATE OF STATUS

( ) PLAIN STAMPED COPY

AUTHORIZATION:

Cindy Hicks

12/29 for  
Amended  
& Restated  
C.C.

COST LIMIT

\$ 87.50

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
402 S. KENTUCKY, INC.

FILED

97 DEC 26 PM 4:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

402 S. KENTUCKY, 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 December 24, 1997, which shareholder vote was sufficient for approval:

ARTICLE I  
Name and Address

The name of this Corporation is: 402 S. KENTUCKY, INC. The street address and mailing address of the Corporation is: 402 S. Kentucky Avenue, Lakeland, Florida 33802.

ARTICLE II  
Term of Existence

This Corporation shall have perpetual existence.

ARTICLE III  
Purpose

This Corporation is organized for the sole purpose of owning and operating that certain real property located at 402 S. Kentucky Avenue, Lakeland, Polk County, Florida 33802 (the "Property"), and activities incidental thereto. This Corporation shall be limited to incurring indebtedness which secures the Property and liabilities in the ordinary course of business relating to the ownership and operation of the Property.

ARTICLE IV  
Authority

The following provisions regulate the internal affairs of this Corporation:

1. The unanimous vote of the Board of Directors is required to take any of the following actions:
  - (a) File, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings; and
  - (b) Amend the Articles of Incorporation of this Corporation.

2. For so long as that certain loan between Lehman Brothers Holding Inc. d/b/a Lehman Capital, a Division of Lehman Brothers Holdings Inc. and the Corporation (the "Loan") is outstanding, this Corporation shall not engage in any dissolution, liquidation, consolidation, merger or asset sale, or amendment of its Articles of Incorporation.

3. This Corporation shall be required to:

- (a) Maintain books and records separate from any other person or entity;
- (b) Maintain its accounts separate from any other person or entity;
- (c) Not to commingle assets with those of any other entity;
- (d) Conduct its own business in its own name;
- (e) Maintain separate financial statements;
- (f) Pay its own liabilities out of its own funds;
- (g) Observe all corporate 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) Allocate fairly and reasonably any overhead for shared office space;
- (m) Use separate stationery, invoices, and checks;
- (n) Not pledge its assets for the benefit of any other entity or make loans or advances to any entity;
- (o) Hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and

(p) Maintain adequate capital in light of its contemplated business operations.

4. The Board of Directors is to consider the interests of the Corporation's creditors in connection with all corporate actions.

#### ARTICLE V Capital Stock

This Corporation is authorized to issue 100 shares of \$10.00 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 2090 W. Bay to Bay Boulevard, Suite 403, Tampa, Florida 33629 and the name of its registered agent at such address is J. Scott Taylor, P.A.

#### 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>
Gregory L. Hughes	220 E. Madison Street Suite 1200 Tampa, Florida 33602

#### ARTICLE VIII Bylaws

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

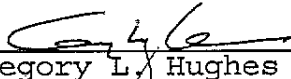
#### ARTICLE IX Amendment

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

WHEREUPON, this 24th day of December, 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.

402 S. KENTUCKY, INC., a Florida  
corporation

By: \_\_\_\_\_

  
Gregory L. Hughes  
President

6822-001-0473395.01