

Document Number Only

P9800003213

CIT CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002397327--7

-01/12/98--01058--031
****131.25 ****131.25

SPA / IRM Corp.

98 JAN 12 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

☒ Profit ~~Corp.~~

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☒ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☒ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

JAN 12 1998

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie

RECEIVED
98 JAN 12 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CR2E031 (1-89)

7/13

FILED

98 JAN 12 PM 12:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SRA/IBM CORP.**

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is SRA/IBM Corp.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSE

The sole purpose for which the Corporation is formed is to act as the General Partner of SRA/IBM BLUE LAKE, L.P., a Florida limited partnership and to engage in any activity and to exercise any powers permitted to corporations under the laws of the State of Florida that are incidental, necessary, and appropriate to accomplish the foregoing.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

5345 Pine Tree Drive
Miami Beach, Florida 33140

ARTICLE V

CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue is 1,000 shares, all of which shall be Common Stock, having a par value of \$1.00 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

RESIDENT OFFICE AND AGENT

The street address of the Corporation's initial registered office shall be 5345 Pine Tree Drive, Miami Beach, Florida 33140, and the initial registered agent for the Corporation at that address shall be Clifford M. Stein.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be one (1).

ARTICLE VIII

BOOKS AND RECORDS

Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall:

- (a) maintain books and records separate from any other person or entity;
- (b) maintain its bank accounts separate from any other person or entity;
- (c) not commingle its assets with those of any other person or entity and hold all of its assets in its own name;
- (d) conduct its own business in its own name;
- (e) maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- (f) pay its own liabilities and expenses only out of its own funds;
- (g) observe all corporate and other organizational formalities;
- (h) maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
- (i) pay the salaries of its own employees from its own funds;
- (j) maintain a sufficient number of employees in light of its contemplated business operations;
- (k) not guarantee or become obligated for the debts of any other entity or person;
- (l) not hold out its credit as being available to satisfy the obligations of any other person or entity;
- (m) not acquire the obligations or securities of its affiliates or owners, including partners, members or stockholders, as appropriate;

- (n) not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment-grade securities);
- (o) allocate fairly and reasonably (and pay or charge for, as applicable) any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
- (p) use separate stationery, invoices, and checks bearing its own name;
- (q) not pledge its assets for the benefit of any other person or entity;
- (r) hold itself out as a separate entity;
- (s) correct any known misunderstanding regarding its separate identity;
- (t) not identify itself as a division of any other person or entity; and
- (u) maintain adequate capital in light of its contemplated business operations.

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

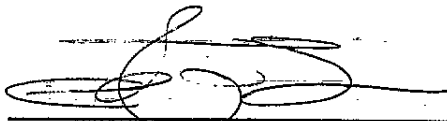
Name

Address

Clifford M. Stein

5345 Pine Tree Drive
Miami Beach, Florida 33140

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of January, 1998.



Clifford M. Stein

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned corporation hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned corporation further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with, and accepts the obligations of, its position as registered agent.

DATED this 8th day of January, 1998.



Clifford M. Stein

FILED

98 JAN 12 PM 12:14

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**