



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 666667 81528A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizano

ORDER DATE : January 13, 1998

ORDER TIME : 10:22 AM

ORDER NO. : 666667-005

CUSTOMER NO: 81528A

900002398399--3

CUSTOMER: Ms. Mary Beth Diehl
KENNETH F. OSWALD, ESQ

Suite 110
600 Courtland Street
Orlando, FL 32804

DOMESTIC FILING

NAME: TROSS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

2589-
W98-844

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 13 PM 1:59

RECEIVED
98 JAN 13 AM 11:44
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

98 JAN 15 PM 1:26

DIVISION OF CORPORATION

January 13, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: TROSS, INC.
Ref. Number: W98000000844

RESUBMIT

Please give original
submission date as file date.

We have received your document for TROSS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 598A00001956

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ARTICLES OF INCORPORATION**OF****Tross, Inc.**

The undersigned, being a natural person of legal age does hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

ARTICLE I**NAME**

The name of this corporation shall be Tross, Inc. The Mailing Address of the corporation is P.O. Box 916464, Longwood, Fl. 32791.

ARTICLE II**PURPOSES**

The purposes or purposes for which this Corporation is formed is to acquire, own, finance, construct, lease, and/or operate a commercial facility on real estate in Seminole County, Florida, substantially as described on Exhibit "A" attached hereto and incorporated herein by reference (the "Property"). The corporation may not engage in any business or activity unrelated to the above-described purposes, not permitted by the "Operative Agreements" as that term is defined in that certain Amended and Restated Participation Agreement, dated as of November 22, 1995, and amended and restated as of October 17, 1997, among Borders Group, Inc.; Borders, Inc.; Walden Book Company, Inc.; Waldenbooks Properties, Inc.; Borders Properties, Inc.; Wilmington Trust Company, not in its individual capacity, but solely as Owner/Trustee under Trust Agreement, dated as of November 22, 1995, between Wilmington Trust Company and SAM Project Funding Corp. I, certain named financial institutions that are parties thereto, SAM Project Funding Corp. I; PNC Bank, National Association; The First National Bank of Chicago;

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and Bankers Trust Company.

The following are additional limitations on the purpose of the Corporation:

The Corporation has not and will not engage in any business unrelated to the purpose set forth herein.

The Corporation has not and will not have any assets other than those related to the assets necessary for the ownership, development and operation of the Property.

The Corporation has not and will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale or amendment of its Articles of Incorporation.

The Corporation will have at least one independent director, at all time required pursuant to the Operative Agreement.

The Corporation will not cause or allow the Board of Directors of the Corporation to take any action requiring the unanimous affirmative vote of 100% of the members of the Board of Directors unless an independent director shall have participated in such a vote.

The Corporation, without the unanimous consent of all of the members of the Board of Directors, shall not file a bankruptcy or insolvency petition or otherwise institute insolvency proceedings with respect to itself, dissolve, liquidate, consolidate, merge, or sell all or substantially all of its assets engage in any other business activity, or amend its organizational documents.

The Corporation shall not incur an indebtedness other than indebtedness permitted by the Operative Agreements with respect to the Property (the "Loan").

The Corporation will not fail to correct any known misunderstanding regarding the separate identity of the Corporation.

The Corporation will maintain its books, records, resolutions and agreements as official records.

The Corporation will maintain accounts, books, and records separate from any other person or entity.

The Corporation will not commingle its funds or assets with those of any other entity and will hold its assets in its own name.

The Corporation will conduct its business in its own name.

The Corporation will maintain its financial statements, accounting records and other entity documents separate from any other person or entity.

The Corporation will pay its own liabilities out of its own funds and assets.

The Corporation will observe all corporation formalities, as applicable.

The Corporation will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity except for liabilities permitted to be guaranteed by the Operative Agreements.

The Corporation will not acquire obligations or securities of its stockholders.

The Corporation will allocate fairly and reasonably any overhead for shared office space and will use separate stationery, invoices and checks.

The Corporation will not pledge its assets for the benefit of any other person or entity other than as provided in the Operative Agreements.

The Corporation will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other person or entity.

The Corporation will not make loans to any person or entity except as provided in the Operative Agreements.

The Corporation will not identify its stockholder or any affiliates of its stockholders as a division or part of the Corporation.

The Corporation will not enter into or be a party to, any transaction with its stockholder or affiliates of its stock-holders except in the ordinary course of its business and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arm's-length trans-action with an unrelated third party.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of Common Stock having a nominal or par value of ONE DOLLARS (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of this corporation shall be

issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1996, as amended.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

DIRECTORS

This Corporation shall have not less than two (2) nor more than five (5) Directors. The independent director as required by the Operative Agreements shall be appointed at the organizational meeting of the Corporation. The name and street address of the initial Director of this corporation who shall hold office for the first year or until his successor is chosen shall be:

LYDER R. JOHNSON
2648 West State Road 434, Suite B
Longwood, Florida 32779

ARTICLE VI

SUBSCRIBERS

The name and street address of the Subscriber to these Articles of Incorporation is as follows: Lyder R. Johnson, 2648 West State Road 434, Suite B, Longwood, Florida 32779.

ARTICLE VII

REGISTERED AGENT

The name and address of the Registered Agent to accept service of process within the state on behalf of the Corporation is: Kenneth F. Oswald, Suite 110, 600 Courtland Street, Orlando, Florida 32804, and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this State.

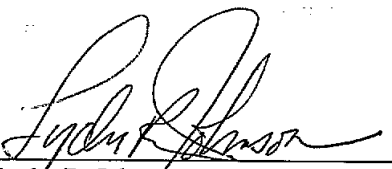
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ARTICLE VIII

COMMENCEMENT OF CORPORATE EXISTENCE

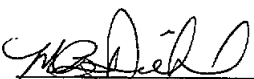
This Corporation shall commence to exist on the date of filing with the Secretary of State of the State Florida.

IN WITNESS WHEREOF, I, the undersigned, being the sole Subscriber to these Articles of Incorporation, for the purpose of forming a Corporation to do business within the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set his hand and seal, this 6th day of January, 1998.

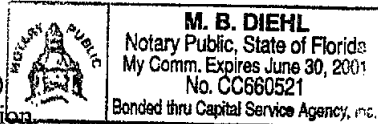

Lyder R. Johnson

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me, this the 6th day of January, 1998 by LYDER R. JOHNSON.

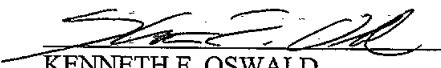

Notary Public
My Commission Expires:

(Print, Type or Stamp Commissioned Name of Notary Public)
Personally Known X OR having Produced Identification
Type of Identification Produced: _____



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.


KENNETH F. OSWALD
Registered Agent

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Exhibit A

LEGAL DESCRIPTION

A TRACT OF LAND LYING IN SECTION 17, TOWNSHIP 21 SOUTH, RANGE 31 EAST, BEING A PORTION OF LOT 1 OF OVIEDO CROSSING - PHASE 1B, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 47, PAGES 80 THROUGH 84 OF THE PUBLIC RECORDS OF SEMINOLE COUNTY, FLORIDA BEING DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF SAID LOT 1 FOR THE POINT OF BEGINNING; THENCE RUN SOUTH 33°53'45" WEST, ALONG THE EASTERLY LINE OF SAID LOT 1, A DISTANCE OF 119.79 FEET; THENCE RUN SOUTH 22°48'15" WEST, ALONG SAID EASTERLY LOT LINE, 128.08 FEET TO THE SOUTHEAST CORNER OF SAID LOT 1; THENCE RUN SOUTH 89°47'24" WEST, ALONG THE SOUTH LINE OF LOT 1, A DISTANCE OF 336.30 FEET; THENCE, DEPARTING SAID SOUTH LINE, RUN NORTH 00°26'50" WEST, 209.64 FEET; THENCE RUN NORTH 89°33'10" EAST, 25.17 FEET; THENCE RUN NORTH 00°26'50" WEST, 40.67 FEET TO THE NORTH LINE OF SAID LOT 1 AND THE SOUTH RIGHT-OF-WAY LINE OF RED BUG LAKE ROAD; THENCE RUN ALONG THE NORTH LINE OF SAID LOT 1 AND SAID SOUTH RIGHT-OF-WAY LINE THE FOLLOWING COURSES: NORTH 89°33'10" EAST, 219.55 FEET; SOUTH 00°26'50" EAST, 10.00 FEET; SOUTH 80°08'06" EAST, 111.72 FEET; SOUTH 87°30'44" EAST, 99.94 FEET TO THE POINT OF BEGINNING OF THE HEREIN DESCRIBED TRACT OF LAND.

THE ABOVE DESCRIBED TRACT OF LAND LIES IN SEMINOLE COUNTY, FLORIDA, AND CONTAINS 2.144 ACRES, MORE OR LESS.