



**THE UNITED STATES  
CORPORATION  
COMPANY**

P98000007791

FILED  
98 MAR -6 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 731435 4303929

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 87.50

ORDER DATE : March 6, 1998

ORDER TIME : 10:38 AM

ORDER NO. : 731435-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Cinzia Nicoloso  
Greenberg Traurig  
1221 Brickell Avenue

Miami, FL 33131

Amended  
&  
Restated

FILED  
98 MAR -6 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

400002449254--4

DOMESTIC AMENDMENT FILING

NAME: COCOVIEW, INC.

EFFECTIVE DATE:

XX

ARTICLES

RESTATED

PLEASE RETURN

XX

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

Name	COCOVIEW, INC.
Availability	3/6/98
Examiner	Don
Updater	Don
Verifyer	Don
Acknowledges	Don
W.P. Verifyer	Don

THE FOLLOWING AS PROOF OF FILING:

RECEIVED  
98 MAR -6 AM 11:29  
DIVISION OF CORPORATION

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

\*02250, 00524, 00672



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 10, 1998

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: COCOVIEW, INC.  
Ref. Number: P98000007791

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for COCOVIEW, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Please entitle your document either Articles of Amendment or Amended and Restated Articles. It can not use both titles.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 598A00012881

RECEIVED  
98 MAR 10 PM 2:56  
DIVISION OF CORPORATION

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
COCOVIEW, INC.**

FILED  
98 MAR -6 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 and Section 607.1007 of the Florida Business Corporation Act, COCOVIEW, INC. (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation to substitute and replace in their entirety the original Articles of Incorporation, Charter Number P98000007791, filed with the Florida Secretary of State on January 26, 1998 ("Old Articles").

In accordance with Section 607.1003 of the Florida Business Corporation Act, the following Amended and Restated Articles of Incorporation were adopted by the Board of Directors and Shareholder of the Company to be effective March 4, 1998, to replace and supersede entirely the Old Articles:

**ARTICLE I**

The name of the corporation is COCOVIEW, INC.

**ARTICLE II**

The initial address of the principal office and the mailing address of the Corporation is 815 North Red Road, Suite 434, Miami, Florida 33126.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The purpose of the Corporation is to engage solely in the following activities:

(a) acting as general partner in a limited partnership (the "Partnership") formed to own certain real property with a street address of 2977 McFarlane Road, Coconut Grove, Florida; and

(b) engaging in any activity and exercising any powers permitted to corporations under the laws of the State of Florida that are incident to the foregoing and necessary, desirable or convenient to accomplish the foregoing.

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TALLAHASSEE, FLORIDA

## ARTICLE V

A director shall, in the performance of his duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees or committees of the Board of Directors, or by any other person as to matters the director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

## ARTICLE VI

The Corporation will conduct its affairs in accordance with the following provisions:

- (a) the Corporation will maintain its own corporate records and books of account;
- (b) the Corporation's assets will not be commingled with those of any other corporation; and
- (c) the Corporation's Board of Directors will hold regular meetings, not less frequently than once every calendar quarter, to review the actions of the officers of the Corporation and to authorize and approve (i) all transactions outside the ordinary course of the Corporation's business that are incidental, necessary, suitable or convenient for the accomplishment of the purposes set forth in Article IV, and (ii) such other transactions, agreements and actions of the Corporation as the Board of Directors deems appropriate in connection with its review and supervision of the Corporation's actions.

## ARTICLE VII

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

## ARTICLE VIII

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

## ARTICLE IX

For so long as the loan from GMAC Commercial Mortgage Corporation, its successors and/or assigns ("Lender"), to the Partnership in the approximate amount of \$4,000,000 (such loan, as modified, amended, or extended, the "Loan") shall remain in existence and unpaid, no actions requiring unanimous vote of 100% of the members of the Board of Directors shall be taken unless prior written consent of Lender is also obtained.

## ARTICLE X

Notwithstanding any other provision of the Articles of Incorporation, Bylaws or any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without (i) the affirmative vote of 100% of the members of the Board of Directors of the Corporation, or (ii) the affirmative vote of stockholders holding at least two-thirds (2/3) of the total number of outstanding shares of Common Stock of the Corporation:

(a) make an assignment for the benefit of creditors, file a petition in bankruptcy, petition or apply to any tribunal for the appointment of a custodian, receiver or any trustee for it or for a substantial part of its property, commence any proceeding under any bankruptcy, reorganization, arrangement, readjustment of debt, dissolution or liquidation law or statute of any jurisdiction, whether now or hereinafter in effect, consent or acquiesce in the filing of any such petition, application, proceeding or appointment of or taking possession by the custodian, receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or any substantial part of its property, or admit its inability to pay its debts generally as they become due or authorize any of the foregoing to be done or taken on behalf of the Corporation;

(b) cause the Partnership to make an assignment for the benefit of creditors, file a petition in bankruptcy, petition or apply to any tribunal for the appointment of a custodian, receiver or any trustee for it or for a substantial part of its property, commence any proceeding under any bankruptcy, reorganization, arrangement, readjustment of debt, dissolution or liquidation law or statute of any jurisdiction, whether now or hereinafter in effect, consent or acquiesce in the filing of any such petition, application, proceeding or appointment of or taking possession by the custodian, receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Partnership or any substantial part of its property, or cause the Partnership to admit its inability to pay its debts generally as they become due or authorize any of the foregoing to be done or taken on behalf of the Partnership;

(c) (i) engage in any business or activity other than as authorized by Article IV hereof, (ii) dissolve or liquidate, in whole or in part or (iii) consolidate with or merge into any other entity or convey, transfer or lease its properties and assets substantially as an entirety to any entity, or permit any entity to merge into it or convey, transfer or lease its properties and assets substantially as an entirety to it;

(d) cause the Partnership to (i) dissolve or liquidate, in whole or in part or (ii) consolidate with or merge into any other entity or convey, transfer or lease its properties and assets substantially as an entirety to any entity, or permit any entity to

merge into it or convey, transfer or lease its properties and assets substantially as an entirety to it;

(e) withdraw as the general partner of, or transfer its partnership interest in, the Partnership; or

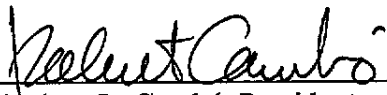
(f) amend, alter, change or repeal any of the following articles of these Amended and Restated Articles of Incorporation: Article IV, Article VI, Article IX, this Article X or Article XI.

#### **ARTICLE XI**

The Corporation reserves the right to amend, alter or repeal any other provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation; provided, however, that Article IV, Article VI, Article IX, Article X and Article XI may be amended only in accordance with Article X of these Amended and Restated Articles of Incorporation.

**IN WITNESS WHEREOF**, the undersigned, being the Sole Shareholder and Director of the Corporation, has executed these Amended and Restated Articles of Incorporation of Cocoview, Inc. to be effective as of March 4, 1998.

**COCOVIEW, INC.,**  
a Florida corporation

By:   
Robert L. Cambó, President

  
Robert L. Cambó, Director  
and Sole Shareholder