

Division of Corporations

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ANSCA OFFICE DEVELOPMENT, INC.
(Document No. P98000010821)**

The undersigned, pursuant to Section 607.1006, Florida Statutes, hereby amends and restates the Articles of Incorporation of Anscas Office Development, Inc. and adopts the following amendments to its Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Anscas Office Development, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida. The nature of the business and of the purposes to be conducted and promoted by the corporation is to engage solely in the activity of acting as the general partner of Anscas Office Building, Ltd., a Florida limited partnership (the "Partnership") whose purpose is to own certain parcels of real property, together with all improvements located thereon, in the City of Boynton Beach, State of Florida (the "Property") and own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property. The Corporation shall exercise all powers enumerated in the Florida business Corporation Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE III - CERTAIN PROHIBITED ACTIVITIES

1. The Corporation shall only incur or cause the Partnership to incur indebtedness in an amount necessary to acquire, operate and maintain the Property and shall not and shall not cause the Partnership to incur, assume, or guaranty any other indebtedness.
2. The Corporation shall not and shall not cause the Partnership to consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the Corporation or Partnership) formed or surviving such consolidation or merger or that acquired by conveyance or transfer of the properties and assets of the Corporation or Partnership substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article III and in Article IV, and (c) shall expressly assume the due and punctual performance of the Corporation's or Partnership's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this

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Corporation or the Partnership and be continuing.

3. The Corporation shall not voluntarily commence a case with respect to itself or cause the Partnership to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy code or any similar federal or state statute without the unanimous consent of the Board of Directors.

4. In the event the life of the Partnership is not continued or any other event of dissolution, the Corporation shall not cause the Partnership to liquidate the Property.

ARTICLE IV - SEPARATENESS COVENANTS

Notwithstanding any provision hereof to the contrary, and for so long as a mortgage lien exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth herein, the Corporation shall conduct its affairs in accordance with the following provisions:

1. It shall not and shall not cause the Partnership to materially amend, modify or otherwise change its articles or certificate of incorporation, partnership certificate, bylaws, partnership agreement, or other formation agreement or document, as applicable, in any material term or manner, or in a manner which adversely affects the Corporation's or Partnership's existence as a single purpose entity.

2. It shall not liquidate or dissolve (or suffer any liquidation or dissolution), or otherwise all or substantially all the business or assets of, or any stock or other evidence of beneficial ownership of any entity.

3. It does not own and shall not own any asset other than its membership interest in the Company.

4. It is not engaged and shall not engage, either directly or indirectly, in any business other than acting as corporate general partner of the Partnership.

5. It shall not enter into any contract or agreement with any affiliate or partner of the Partnership, as applicable, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on arms-length basis with third parties other than an affiliate.

6. It has not incurred and shall not incur, and shall not cause the Partnership to incur, any debt, secured or unsecured, direct or contingent (including guaranteeing and obligation), other than (a) the debt evidenced by the first mortgage lien on the Property, and (b) trade payables or accrued expenses incurred in the ordinary course of business of operating the Property customarily satisfied within thirty (30) days and in an aggregate amount not to exceed the lesser of one percent

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(1%) of the existing principal balance of the note evidencing the debt secured by the Property or \$100,000.00 and no other debt will be secured (senior, subordinate or pari passu) by the Property.

7. It has not made and will not make any loans or advances to any third party.
8. It is and shall be solvent and pay its debts from its assets as the same shall become due.

9. It has done or caused to be done and will do all things necessary to preserve its existence, and will observe all formalities applicable to it.

10. It will conduct and operate its business in its own name and as presently conducted and operated.

11. It will be, and at all times shall hold itself out to the public as, a legal entity separate and distinct from any other entity (including, without limitation, the Partnership and any affiliate or partner of the Partnership).

12. It shall file its own tax returns.

13. It shall maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations.

14. It has and shall maintain its assets in such a manner that it is not costly or difficult to segregate ascertain or identify its individual assets from those of the Partnership, any affiliate or any other person.

15. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of the Partnership and any affiliate or it shall fairly and reasonably allocate any overhead for shared office space.

16. It shall maintain separate corporate records, financial statements and books of account from those of the Partnership and any affiliate.

17. It shall not commingle assets with those of the partnership or any affiliate.

18. It shall pay any liabilities out of its own funds, including salaries of any employees not funds of the Partnership or any affiliate.

19. It shall not guarantee or become obligated for the debts of any other entity, including the Partnership or any affiliate or hold out its credit as being available to satisfy the obligations of others.

20. It shall use stationary, invoices and checks separate from the Partnership or any

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affiliate.

21. It shall not pledge its assets for the benefit of any other entity, including the Partnership or any affiliate.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of .001 par value Common Stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE VI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VII - TERM

This Corporation shall commence its existence upon filing of the original Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash and any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE IX - PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the principal place of business of this corporation is 7593 Boynton Beach Blvd., Suite 220, Boynton Beach, Florida 33437. The street address of the corporation's registered office is 7593 Boynton Beach Blvd., Suite 210, Boynton Beach, Florida 33437. The registered agent for the corporation at this address is Mitchell A. Sherman, Esq.

ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is: Charles Scardina, 7593 Boynton Beach Blvd., Suite 220, Boynton

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Beach, Florida 33437.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator of these Articles is: Mitchell A. Sherman, Esq., 7593 Boynton Beach Blvd., Suite 210, Boynton Beach, Florida 33437.

ARTICLE XII - INDEMNIFICATION

Any indemnification shall be fully subordinated to any obligations respecting the Partnership or the Property, including, without limitation, the first mortgage on the Property, and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.

ARTICLE XIII - CONFLICT

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XIV - LIABILITY

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

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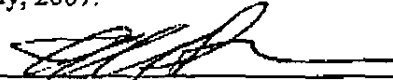
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation on the 17 day of July, 2007.

By:



Mitchell A. Sherman, Esq.

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