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Articles

1.) Eyster And Murrell, Inc.
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SPECIAL INSTRUCTIONS _____

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**ARTICLES OF INCORPORATION
OF
EYSTER AND MURRELL, INC.**

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I, the undersigned, for the purposes of incorporating and organizing a corporation under Chapter 607 of the Florida Statutes, do hereby certify as follows:

FIRST: The name of the Corporation is "Eyster and Murrell, Inc." and its principal office and mailing address shall be located at 1131 Granada Court, Melbourne, Florida 32940. The location of the principal office and mailing office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

SECOND: In accordance with Section 607.0203(1), Fla. Stat., the Corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on Tuesday, January 27, 1998, or, if later, such time and date as is five business days prior to the date on which these Articles of Incorporation are filed by the Department of State.

THIRD: The address of the Corporation's registered office in the State of Florida is 1131 Granada Court, Melbourne, Florida 32940. The name of its registered agent at such address is Joseph Ugo Degano.

FOURTH: The purpose of the Corporation shall be limited to (i) the owning, holding, improving, using, and otherwise dealing in and with real or personal property or any interest therein, situated at 1901 Murrell Road, Rockledge, Florida (the "Property"); (ii) the selling, conveying, mortgaging, pledging, creating a security interest in, leasing, exchanging, transferring, and otherwise disposing of all or any part of the Property; and (iii) all activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except in connection with the Property.

FIFTH: The total number of shares which the Corporation shall have authority to issue is one hundred (100) shares of common Stock, par value \$0.01 per share.

SIXTH: The name and mailing address of the Incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Joseph Ugo Degano	1136 Granada Court Melbourne, Florida 32940

SEVENTH: The Board of Directors is expressly authorized to adopt, amend, or repeal the By-Laws of the Corporation upon the conditions set forth in the By-Laws.

EIGHTH: The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the

persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Joseph Ugo Degano	1136 Granada Court Melbourne, Florida 32940
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Carol Ann Degano	1136 Granada Court Melbourne, Florida 32940
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Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall otherwise provide.

NINTH: The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors is required for the Corporation to take any of the following actions:

- (a) causing the Corporation to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts under any federal or state law relating to bankruptcy;
- (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of the properties of the Corporation;
- (g) making any assignment for the benefit of the Corporation's creditors; or
- (h) taking any action in furtherance of any of the foregoing;

2. Upon the closing of that certain proposed "Credit Tenant Lease Loan" (the "Loan") between Lehman Brothers Holdings, Inc. or its affiliate (the "Lender") and the Corporation, and for so long as the Loan is outstanding, the Corporation shall not, without the prior written consent of the Lender:
 - (a) amend the Certificate of Incorporation;
 - (b) engage in any business activity other than as set forth in Article FOURTH;
 - (c) incur any indebtedness other than the Loan; or
 - (d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets.
3. The Corporation shall:
 - (a) not commingle its assets with those of any other entity and hold its assets in its own name;
 - (b) conduct its own business in its own name;
 - (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
 - (d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
 - (e) pay its own liabilities out of its own funds;
 - (f) maintain adequate capital in light of contemplated business operations;
 - (g) observe all corporate or other organizational 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) not make loans to any other person or entity;
 - (m) allocate fairly and reasonably any overhead for shared office space;
 - (n) use separate stationery, invoices, and checks;
 - (o) not pledge its assets for the benefit of any other entity;
 - (p) hold itself out as a separate entity and correct any known misunderstanding regarding its status as a separate identity; and
 - (q) not identify itself or any of its affiliates as a division or part of the other.
4. The Board of Directors is to consider the interests of the Corporation's creditors in connection with all corporate actions.

TENTH: Any and all Corporation obligations to indemnify its directors and officers shall not constitute a claim against the Corporation, as long as the Loan is outstanding.


IN WITNESS WHEREOF, I have hereunto set my hand this 29 day of January, 1998, and I affirm that the foregoing certificate is my act and deed and that the facts stated therein are true.


Joseph Ugo Degano, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article Third of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 29 day of January, 1998.


Joseph Ugo Degano, Registered Agent

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