



P980000028483

FILED
JAN 28 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 568095 11208A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 28, 2000

ORDER TIME : 10:48 AM

ORDER NO. : 568095-005

CUSTOMER NO: 11208A

CUSTOMER: Ms. Sharon L. Palmer
Kent Crawford & Gooding
Suite 900
225 Water Street
Jacksonville, FL 32202

*Amended
&
Restated*
900003114359--8
-01/28/00--01048--015
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: SOUTHEAST COMMERCIAL REALTY,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

RECEIVED
00 JAN 28 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOR
2/1/00
00789 00579
+02250, 00524, 00672



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 28, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: SOUTHEAST COMMERCIAL REALTY, INC.
Ref. Number: P98000028483

We have received your document for SOUTHEAST COMMERCIAL REALTY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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

Annette Ramsey
Corporate Specialist

Letter Number: 800A00004220

RESUBMIT

Please give original
submission date as file date.

FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN 31 PM 4:45

RECEIVED

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SOUTHEAST COMMERCIAL REALTY, INC.

FILED
00 JAN 28 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to sections 607.1006, and 607.1007, Florida Statutes, the corporation, pursuant to a resolution duly adopted by the incorporator of the corporation, hereby adopts the following amended and restated Articles of Incorporation.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name

The name of this corporation shall be Southeast Commercial Realty, Inc.

Article II

Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be 4930 Morven Road, Jacksonville, Florida 32210.

Article III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share. Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of any stock that the corporation may issue or sell, and any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation.

Article IV
Initial Registered Agent and Address

The street address of the initial registered office of this corporation is 225 Water Street, Suite 900, Jacksonville, Florida 32202, and the registered agent at the office is Frederick H. Kent, III.

Article V
Incorporator

The name and street address of the incorporator of this corporation are: John C. Davis, 4930 Morven Road, Jacksonville, Florida 32210.

Article VI
Duration

This corporation shall exist perpetually.

Article VII
Purposes

The corporation's business and purpose shall consist solely of the following:

- (a) The acquisition, ownership, operation and management of that certain retail/office facility comprised of approximately 8,000 square feet, commonly known as 1620-1630 Hendricks Avenue, Jacksonville, Florida 32207, and in accordance with these Articles of Incorporation; and
- (b) To engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.
- (c) Notwithstanding any other provision of these articles and any provision of the law that otherwise so empowers the corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") for the benefit of SOUTHTRUST BANK, N.A. remain outstanding and not paid in full, the corporation shall not, without the unanimous consent

of the board of Directors, do any following:

- (i) engage in any business or activity other than those set forth in this Article VII;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein trade accounts payable in the ordinary course of business;
- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the corporation, or file a petition seeking or consenting to reorganization, or relief under any applicable federal or state law relating to bankruptcy, or consent the appointment of a receiver, liquidator, assignee, trustee, sequestration (or other similar official) of the corporation or a substantial part of the property of the corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action: or
- (iv) further amend these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the mortgage.

Article VIII
Separateness / Operations Matters

The corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that is is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates and maintain a sufficient number of employee in light of its contemplated business operations;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationary, invoices and checks;
- (i) not commingle its assets or funds with those of any other person;
- (j) not assume, guarantee or pay the debts or obligations of any other person;
- (k) pay its own liabilities out of its own funds;

- (l) not acquire obligations or securities of its shareholders;
- (m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (n) correct any known misunderstanding regarding its separate identity;
- (o) maintain adequate capital in light of its contemplated business operations; and
- (p) maintain all required qualifications to do business in the state in which the Property is located.

Article IX

Directors

(a) This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

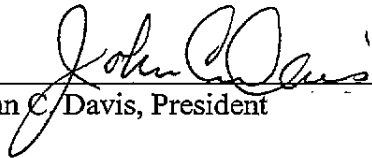
(b) The name and street address of the initial director of the corporation are: John C. Davis, 4930 Morven Road, Jacksonville, Florida 32210.

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

The foregoing restated and amended Articles of Incorporation contain certain amendments adopted pursuant to sections 607.1007, 607.1005, and 607.1006, Florida Statutes. The amendments adopted amended Article VII of the original Articles as set forth above, and added a new Article VIII as set forth above. All amendments were adopted and effective on January 27, 2000.

IN WITNESS WHEREOF, the incorporator has executed these Restated and Amended

Articles of Incorporation this 27th day of January, 2000.


John C. Davis, President

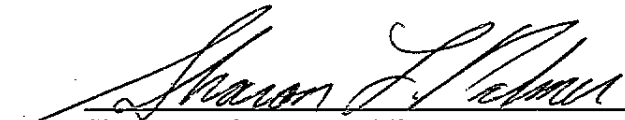
STATE OF FLORIDA

COUNTY OF DUVAL

Before me personally appeared this day, John C. Davis, the party to the foregoing Articles of Incorporation, who is personally known to me and to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 27th day of January, 2000.




Signature of Notary Public
Notary Public, State and County aforesaid
My commission expires: _____

(Notarial Seal)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Southeast Commercial Realty, Inc., a Florida corporation, at the place designated in the Articles of Incorporation of said corporation, I hereby accept such appointment and agree to act in this capacity, and agree to comply

with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with, and accept, the obligations imposed upon registered agents, including the obligations imposed by section 607.0505, Florida Statutes.

T H Kent III

Frederick H. Kent, III, Registered Agent

The above amended and restated Articles of Incorporation of Southeast Commercial Realty, Inc. have hereby been approved and adopted as of the date executed herein by John C. Davis as sole Shareholder, sole Director, & sole Officer of the corporation.

FILED
00 JAN 28 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA