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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 758411 4372242

AUTHORIZATION :

Patricia Puynt

COST LIMIT : \$ 122.50

ORDER DATE : March 27, 1998

ORDER TIME : 10:50 AM

ORDER NO. : 758411-005

CUSTOMER NO: 4372242

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CUSTOMER: Sandra E. Tolle, Legal Asst
MCWHIRTER REEVES MCGLATHLIN
DAVIDSON & BAKAS, P.A.
Suite 2800
100 North Tampa Street
Tampa, FL 33602-5128

DOMESTIC FILING

NAME: FEP HOLDING COMPANY, 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: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 1:59

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98 MAR 27 PM 12:06
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

FEP HOLDING COMPANY, INC.

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The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

Article I - Name

The name of the Corporation shall be:

FEP HOLDING COMPANY, INC.

Article II - Principal Office

The principal office and mailing address for this Corporation shall be:

FEP HOLDING COMPANY, INC.
8844 North Florida Avenue
Tampa, FL 33604

Article III - Duration

The Corporation shall have perpetual existence.

Article IV - Purpose

The general purpose for which this corporation is organized is to act as the General Partner in FEP Limited Partnership, and in connection therewith, this corporation shall have any may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. Notwithstanding the foregoing, the sole purpose of this corporation shall be to hold a general partnership interest in, and conduct the business of being the sole general partner of FEP Limited Partnership, a Florida limited partnership (the "Partnership").

Article V - Capital Stock

This Corporation is authorized to issue One Hundred Thousand (100,000) shares of one cent (\$0.01) par value common stock.

Article VI - Initial Registered Office and Agent

The initial registered office of this corporation shall be located at 100 North Tampa Street, Suite 2800, Tampa, Florida 33602, and the name of the initial registered agent, Frank J. Rief, III, of this corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

Article VII - Directors

(a) The number of Directors of this Corporation shall be not less than two nor more than seven. The names and post office addresses of the members of the first Board of Directors of this Corporation who shall hold office for the first year of this existence of this Corporation or until their successors are elected and qualified, unless otherwise provided by the By-Laws are:

<u>Name</u>	<u>Address</u>
William Calderazzo	Post Office Box 272880 Tampa, FL 33688
James F. Kill	8844 North Florida Avenue Tampa, FL 33604

(b) The unanimous consent of the Directors shall be required to:

- (1) file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute proceedings or cause the FEP Limited Partnership to do so;
- (2) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the assets of the corporation;
- (3) engage in any other business activity;

- (4) amend its Articles of Incorporation or vote to amend the partnership agreement of FEP Limited Partnership; and
- (5) incur any indebtedness.

(c) The Directors shall be required to consider the interests of the creditors of the corporation in connection with all corporate actions.

Article VIII - Incorporator

The name and address of the Incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Frank J. Rief, III	100 N. Tampa Street Suite 2800 Tampa, FL 33602

Article IX - By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or the United States.

Article X - Amendment of Articles of Incorporation

(a) This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

(b) Notwithstanding the provisions of paragraph (a) of this Article X and any other provision in these Articles of Incorporation, the corporation shall not dissolve, liquidate, consolidate, merge, sell substantially all of its assets or amend its Articles of Incorporation as long as there is a loan outstanding to the corporation from GMAC Commercial Mortgage Corporate or its successor or successors.

Article XI

Article XI - Provisions Governing Corporation While Project is Encumbered by GMAC Mortgage Loan.

Notwithstanding anything to the contrary in these Articles, the following provisions shall apply during the period that, and for so long as, a mortgage lien granted for the benefit of GMAC Commercial Mortgage Corporation, or its successors and/or assigns ("GMAC"), encumbers the four industrial/warehouse properties located in Tampa, Florida known as 1) 4302 E. 10th Avenue, 2) 4020 - 4101 E. 12th Avenue, 3) 13211 -13217 N. Nebraska and 4) 920 - 938 E. 124th Avenue (collectively, the "Project") as security for a loan (the "Loan") made to the Partnership by GMAC:

(a) This corporation shall be prohibited from incurring any indebtedness other than the Loan (on behalf of the Partnership) except indebtedness in the ordinary course of business relating to the ownership and operation of the Project.

(b) This corporation shall be prohibited from (i) engaging in any dissolution liquidation, consolidation, merger or asset sale, or (ii) amendment of this corporation.

(c) The unanimous consent of the directors shall be required in order to:

(i) File, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings;

(ii) Dissolve, liquidate, consolidate, merge or sell all or substantially all of the assets of the corporation;

(iii) Engage in any other business activity; and

(iv) Amend these Articles of Incorporation or vote to amend the Partnership's limited partnership agreement.

(d) The directors of the corporation shall consider the interests of the creditors of the corporation in connection with all corporate actions.

(e) The corporation hereby agrees to abide by the following covenants in the management and operation of the corporation:

(i) To maintain books and records separate from any other person or entity;

(ii) To maintain its accounts separate from any other person or entity;

(iii) Not to commingle assets with those of any other entity;

(iv) To conduct its own business in its own name;

(v) To maintain separate financial statements;

(vi) To pay its own liabilities out of its own funds;

(vii) To observe all partnership formalities;

(viii) To maintain an arms'-length relationship with its affiliates;

(ix) To pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;

(x) Not to 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;

(xi) Not to acquire obligations or securities of its partners, members or shareholders;

(xii) To allocate fairly and reasonably any overhead for shared office space;

(xiii) To use separate stationary, invoices and checks;

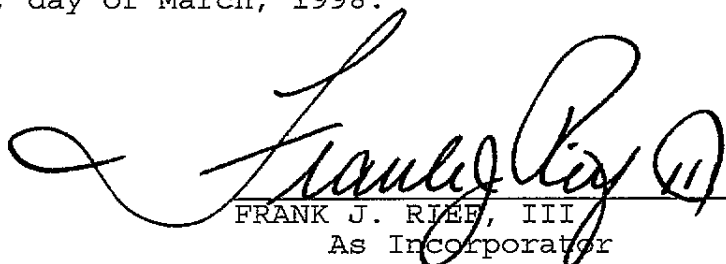
(xiv) Not to pledge its assets for the benefit of any other entity or make any loans or advances to any entity;

(xv) To hold itself out as a separate entity;

(xvi) To correct any known misunderstanding regarding its separate identity; and

(xvii) To maintain adequate capital in light of its contemplated business operations.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated this 26th, day of March, 1998.


FRANK J. RIEF, III
As Incorporator

FEP HOLDING COMPANY, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, FRANK J. RIEF, III, having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

By: 

FRANK J. RIEF, III
As Registered Agent

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98 MAR 27 PM 1:59