

CSC **THE UNITED STATES CORPORATION** **600 P. A. H.** **9980000064927**

ACCOUNT NO. : 072100000032
REFERENCE : 175465. 156334A
AUTHORIZATION : Patricia Payne
COST LIMIT : \$ 43.75

FILED
99 MAR 19 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 19, 1999
ORDER TIME : 11:55 AM
ORDER NO. : 175465-005
CUSTOMER NO: 156334A

5000002812445--6

CUSTOMER: Ms. Andrea Mcclung
Mackey Krumm Ventures, Inc.
Suite 805
1601 Forum Place
West Palm Beach, FL 33401

Restated Articles

RECORDED
99 MAR 19 PM 1:36
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: HAVERHILL COMMERCE PARK, INC.

EFFECTIVE DATE:

File 1st

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

Don
3/19/99

ARTICLES OF RESTATEMENT
OF
HAVERHILL COMMERCE PARK, INC.

FILED
99 MAR 19 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Haverhill Commerce Park, Inc., a Florida corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as heretofore amended.

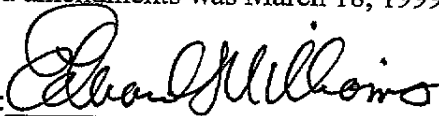
1. The name of the Corporation is Haverhill Commerce Park, Inc.
2. The text of the Restated Articles of Incorporation (the Restated Articles") of the Corporation, as amended, is annexed hereto and made a part hereof.

CERTIFICATE

It is hereby certified that:

1. The annexed Restated Articles contain amendments to the Articles of Incorporation requiring shareholder approval.
2. Only one voting group was entitled to vote on said amendments.
3. The number of votes cast for the said amendments by the said voting group was sufficient for the approval thereof.
4. The Articles of Incorporation of the Corporation are hereby amended so as henceforth to read as set forth in the Restate Articles annexed hereto and made a part hereof.
5. The date of adoption of the aforesaid amendments was March 18, 1999.

By:



Edward S. Williams
President

RESTATED ARTICLES OF INCORPORATION
OF
HAVERHILL COMMERCE PARK, INC.

It is hereby certified that:

FIRST: The present name of the corporation is HAVERHILL COMMERCE PARK, INC. (hereinafter called the "Corporation") which is the name under which the Corporation was originally incorporated; and the date of filing of the Corporation's original Articles of Incorporation with the Secretary of State of the State of Florida was July 23, 1998 and the Corporation was assigned document number P98000064927.

SECOND: The provisions of the Articles of Incorporation of the Corporation are hereby amended and restated and integrated into the single instrument which is hereinafter set forth and which is entitled Restated Articles of Incorporation of Haverhill Commerce Park, Inc. These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

THIRD: The amendment to and restatement of the Articles of Incorporation of the Corporation have been duly adopted by the board of Directors and the shareholders of the Corporation in accordance with the provisions of Sections 607.1007 and 607.1003 of the Business Corporation Law of the State of Florida.

FOURTH: The Articles of Incorporation are hereby restated as follows:

RESTATED ARTICLES OF INCORPORATION
OF
HAVERHILL COMMERCE PARK, INC.

THE UNDERSIGNED, in order to amend and restate the Articles of Incorporation of Haverhill Commerce Park, Inc., under and pursuant to the provisions of the Business Corporation Act of the State of Florida (the "Act" or the "Business Corporation Act"), does hereby certify as follows:

FIRST: The name of the corporation is Haverhill Commerce Park, Inc. (hereinafter called the "Corporation").

SECOND: The current location of the principal office of the Corporation is changed from 3700 S. Tamiami Trail, Suite 230, Sarasota, FL 34239 to 6080 Terra Rosa Circle, Boynton Beach, FL 33437.


THIRD: The Corporation is authorized to issue an aggregate of 100 shares, all of which shall be common shares with a par value of \$1.00 each.

FOURTH: The Corporation's current registered agent, Angus C. Rogers, whose office is located at 3700 S. Tamiami Trail, Suite 230, Sarasota, FL 34239, shall be replaced by a new registered agent office. The name and address of the Corporation's new registered agent is Edward S. Williams, located at 6080 Terra Rosa Circle, Boynton Beach, FL 33437. This change in registered agent was approved by the shareholders. A copy of the new registered agent's written acceptance, as required under Section 607.0502(1)(e) of the Act, is attached.

FIFTH: The corporation has been organized to transact any and all lawful business for which corporations may be incorporated under the Act.

SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of Section 607.0850 of the Business Corporation Act of the State of Florida, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all expenses, liabilities or other matters referred to in or covered by said section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law,

agreement or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

By: 

Edward S. Williams
President

CERTIFICATE OF DESIGNATION
OF REGISTERED OFFICE/REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the state of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the Corporation is: Haverhill Commerce Park, Inc.
2. The name and address of the Registered Agent is:

Name: Edward S. Williams
Address: 6080 Terra Rosa Circle
Boynton Beach, FL 33437

Having been named as Registered Agent and to accept service of process for the above state Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Edward S. Williams
Registered Agent

FILED
99 MAR 19 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA