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Holland & Knight LLP
Requester's Name
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Address
425-5675
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2001 OCT 10 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida Neighborhood Centers Corp
(Corporation Name) (Document #)
p98-96323

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

G. Coullotte OCT 10 2001

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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Examiner's Initials

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA NEIGHBORHOOD CENTERS CORP.**

The undersigned, pursuant to the provisions of Florida Statutes Sections 607.1006, 607.1007, 607.0704 and 607.0821 of the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation of **FLORIDA NEIGHBORHOOD CENTERS CORP.**, a corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on November 16, 1998 (the "corporation") and confirms that such Amended and Restated Articles of Incorporation were duly adopted by Unanimous Written Consent of the Board of Directors and all of the Shareholders of the Corporation on October 1, 2001:

ARTICLE I. NAME

The name of the corporation is:

FLORIDA NEIGHBORHOOD CENTERS CORP.

ARTICLE II. ADDRESS

The principal place of business and mailing address of the corporation shall be c/o 701 Brickell Avenue, Suite 3000, Miami, FL 33131.

ARTICLE III. PURPOSE

The corporation is organized solely to serve as managing member of Florida Neighborhood Centers LLC (the "Company").

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the corporation's registered agent at that address is Intrastate Registered Agent Corporation.

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ARTICLE VI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VII. SPE COVENANTS

Notwithstanding any other provision of these Amended and Restated Certificate of Incorporation, while any amount under that certain First Mortgage Assignment and Security Agreement (the "First Mortgage") and that Second Mortgage Assignment and Security Agreement (the "Second Mortgage") executed by Florida Neighborhood Centers LLC (the "Borrower") to Lehman Brothers Holdings, Inc., d/b/a Lehman Capital, a Division of Lehman Brothers Holdings, Inc., a Delaware corporation ("Lender") is outstanding, the following provisions shall govern:

A. Single Purpose

The Corporation's sole business purpose shall consist solely of owning a membership interest in the Borrower and engage in any lawful activities that are incidental, necessary and appropriate for the foregoing.

B. Limitations on Indebtedness

While any amount under the Loan remains outstanding, the Corporation shall not incur any indebtedness other than business expenses incurred in the ordinary course of business.

C. Separateness Covenants

While any amount under the Loan remains outstanding, the Corporation shall do all of the following for itself and shall cause the Borrower to do the following:

- a) Enter into transactions with affiliates only on commercially reasonable terms similar to those in an arms length transaction.
- b) Maintain its books and records separate and apart from any other person.
- c) Maintain its bank accounts separate and apart from any other person.
- d) Not commingle its assets with those of any other entity and hold all of its assets in its own name.

- e) Conduct its own business in its own name.
- f) Maintain separate financial statements, showing its assets and liabilities separate and apart from those of any entity and shall not have its assets listed on the financial statement of another entity.
- g) File its tax returns separate and apart from those of any other entity, unless required by law to file a consolidated return.
- h) Pay its own liabilities and expenses from out of its own funds.
- i) Observe all limited liability company or corporate formalities, as applicable.
- j) Pay the salaries of its own employees out of its own funds and maintain a sufficient number of employees in light of its contemplated business purposes.
- k) Not guarantee or become obligated for the debts of any other entity or person.
- l) Not hold out its credit as being able to satisfy the obligations of any other entity.
- m) Not acquire the obligations or securities of its affiliates, owners, or members.
- n) Not make loans to any other person or buy or hold evidence of indebtedness issued by any other person or entity.
- o) Allocate fairly and reasonably any overhead expenses that are shared with affiliates, including the paying for office space.
- p) Use separate stationery, invoices, and checks bearing its own name.
- q) Not pledge its assets for the benefit of any other person, except the Borrower may pledge its assets to secure the obligations under the Loan.
- r) Hold itself out as a separate entity, to correct any known misunderstandings regarding its separate identity, and shall not identify itself as a division of any other person or entity.
- s) Maintain adequate capital in light of its contemplated business operations.
- t) Not form, acquire, or hold any subsidiaries, other than the Corporation's interest in the Borrower.
- u) Not dissolve, consolidate, liquidate, merge or sell all or substantially all of its assets, except for such sales as are permitted under the Loan Documents.

D. Bankruptcy Actions

The Corporation shall not take any of the following actions for itself or permit the Borrower to take any such action without the vote of each member of its Board of Directors:

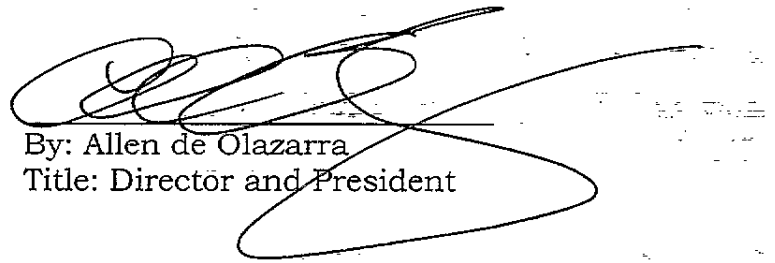
- a. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceeding under any applicable insolvency law or otherwise seek relief under any laws relating to the relief of debts or the protection of debtors generally.
- b. Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation, Borrower or a substantial portion of any of their properties.
- c. Make an assignment for the benefit of the creditors of the Corporation or the Borrower.
- d. Take any action in furtherance of the foregoing.

E. Amendments

While any amount under the First Mortgage or the Second Mortgage remains outstanding, the Corporation shall not amend this Article VII without (i) the consent of the holder of the First Mortgage Loan and Second Mortgage Loan and (ii) confirmation from the applicable rating agencies that such an amendment will not result in the qualification, withdrawal or downgrade of any securities rating on securities backed in whole or in part by the First Mortgage and the Second Mortgage Loan.

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IN WITNESS WHEREOF, the undersigned has executed this instrument
this ____ day of October, 2001.



By: Allen de Olazarra
Title: Director and President

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