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DIVISION OF CORPORATIONS

CAPITAL CONNECTION

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GALAXY WAREHOUSE, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GALAXY WAREHOUSE, INC.**

The undersigned incorporators, hereby adopt the following Amended and Restated Articles of Incorporation, pursuant to Florida Statute § 607.1007.

ARTICLE I: NAME

The name of the Corporation is:

GALAXY WAREHOUSE, INC.

ARTICLE II: COMMENCEMENT AND DURATION

The Corporation is to exist perpetually.

ARTICLE III: PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

3030 S.W. 3rd Terrace
Okeechobee, Florida 34974

The mailing address of this Corporation is:

Post Office Box 1237
Pompano Beach, Florida 33061

ARTICLE IV: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and have a par value of One (\$1.00) Dollar.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons.

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ARTICLE V: BOARD OF DIRECTORS

The number of Members on the Board of Directors of the Corporation may be increased or decreased pursuant to the bylaws of the Corporation. The name and street address of each person currently appointed are as follows:

WILLIAM H. GILES
(President)

2740 NE 5th Street
Pompano Beach, Florida 33062

DOUGLAS GILES
(Vice President)

1274 SW 28th Avenue
Deerfield Beach, Florida 33442

LINDA GILES
(Secretary & Treasurer)

2740 NE 5th Street
Pompano Beach, Florida 33062

ARTICLE VI: DIRECTORS REMOVAL BY STOCKHOLDERS

The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the Corporation with or without cause.

ARTICLE VII: INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent, and any former officer, employee, or agent, to the full extent permitted by law.

ARTICLE VIII: STOCKHOLDERS MEETINGS

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote all of the shares of the Corporation then issued and outstanding shall constitute a quorum, for the transaction of business.

The affirmative vote of all of the outstanding shares of the Corporation shall be considered the act of the stockholders.

ARTICLE IX: DIRECTORS MEETINGS

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors shall be required to constitute any act or decision of the Board of Directors.

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ARTICLE X: REGISTERED AGENT AND ADDRESS

The street address of the registered office of the corporation shall be:

1274 SW 28th Avenue
Deerfield Beach, Florida 33442

The name of the registered agent of the corporation at that address is Douglas Giles.

ARTICLE XI: INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

William H. Giles
2740 N.E. 5th Street
Pompano Beach, Florida 33441

ARTICLE XII: PURPOSE

The Corporation's business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate projects legally described on Exhibit "A" attached hereto located in Okeechobee County, Florida (the "Property"), and such activities as are necessary, incidental or appropriate in connection therewith.

ARTICLE XIII: POWERS & DUTIES

Notwithstanding any other provisions of these Articles of Incorporation and so long as any obligations secured by the Mortgage (as defined below) remain outstanding and not discharged in full, without the unanimous consent of the Board of Directors, the Corporation shall have no authority to:

- (a) engage in any business or activity other than those set forth in Article XII;
- (b) borrow money or incur indebtedness on behalf of the Corporation other than normal trade accounts payable and lease obligations in the normal course of business (subject to the limitations contained the Mortgage), or grant consensual liens on the Corporation's property, except, however, that the Corporation is hereby authorized to obtain financing for the Corporation secured by the lien on the Property evidenced by a Mortgage, Assignment of Rents, Security Agreement and Fixture Filing filed in the official public records of Broward and Okeechobee County, Florida, for the benefit of UBS Real Estate Investments Inc., a Delaware corporation (the "Mortgage") and to obtain such other indebtedness expressly permitted therein or in the documents related to the Mortgage;
- (c) dissolve, wind-up or liquidate the Corporation;
- (d) sell or lease, or otherwise dispose of all or substantially all of the assets of the Corporation;

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- (c) file a voluntary petition or otherwise initiate proceedings to have the Corporation adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief of the Corporation as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Corporation; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or of all or any substantial part of the properties and assets of the Corporation, or make any general assignment for the benefit of creditors of the Corporation, or admit in writing the inability of the Corporation to pay its debts generally as they become due or declare or effect a moratorium on the Corporation debt or take any action in furtherance of any action;
- (f) amend, modify or alter Twelve, Thirteen, or Fourteen of these Articles of Incorporation; or
- (g) merge, combine or consolidate with any other entity.

Notwithstanding the foregoing and so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Corporation shall have no authority to take any action in items (a) through (d), (f) and (g) without (1) the prior written consent of the holder of the Mortgage, and (2) after any Secondary Market Transaction (as defined in the Mortgage) and if requested by the holder of the Mortgage, confirmation from each of the Rating Agencies (as defined in the Mortgage) that such action will not result in the qualification, withdrawal or downgrade of any securities rating assigned in connection with the Mortgage.

ARTICLE XIV: 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 it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Corporation, and observe all customary organizational and operational 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;

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- (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 stationery, 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) pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- (m) not hold out its credit as being available to satisfy the obligations of others;
- (n) not acquire obligations or securities of its partners, members or shareholders;
- (o) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (p) correct any known misunderstanding regarding its separate identity; and
- (q) maintain adequate capital in light of its contemplated business operations.

ARTICLE XV: GENERAL PROVISIONS

- (a) A Director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of these Articles of Incorporation, the laws of the State of Florida, and the laws of the United States.
- (b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expense reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, votes of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to continue as to any

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person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XVI: EFFECTIVE DATE

These Amended and Restated Articles of Incorporation are not intended to, and shall not, affect the date upon which the Corporation was formed pursuant to the Articles of Incorporation originally filed.

The undersigned has executed these Amended and Restated Articles of Incorporation this 10th day of August, 2006.

GALAXY WAREHOUSE, INC.


William H. Giles, President

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the Corporation mentioned below, 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 **Galaxy Warehouse, Inc.**
2. The name and address of the registered agent and office is:

Douglas Giles
1274 SW 28th Avenue
Deerfield Beach, Florida 33442

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.



Douglas Giles

Dated: 10th day of August, 2006.

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Exhibit "A"

Legal Descriptions- Galaxy Warehouse, Inc.

Lots 12, 13, 14, 15 and 16, NORTH LAKE BUSINESS PARK, according to the Plat thereof, recorded in Plat Book 5, Page 70, of the Public Records of Okeechobee County, Florida.

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