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RE-file

BASIC AMENDMENT

SRA/MIAMI OFFICE ONE, INC.

Certificate of Status	0
Certified Copy	1
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Amendment

Re: 1539315-0004
M. WAGONER

10-19-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 18, 1999

SRA/MIAMI OFFICE ONE, INC.
5345 PINE TREE DR.
MIAMI, FL 33140

SUBJECT: SRA/MIAMI OFFICE ONE, INC.
REF: P99000088738

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

The Articles of Incorporation were originally filed with the Secretary of State on October 7, 1999. Please correct your document accordingly.

The amendment contains Article XIV -DEFINITIONS and Article XIV-RESTRICTIONS ON TRANSFER. Should there be two Article XIV's ????????

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H99000026136
Letter Number: 299A00050046

FAX AUDIT NO. H990000261364

AMENDED
ARTICLES OF INCORPORATION
OF
SRA/MIAMI OFFICE ONE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned sole incorporator of SRA/Miami Office One, Inc., a corporation duly organized under the laws of the State of Florida (the "Corporation"), hereby amends the Articles of Incorporation originally filed with the Secretary of State on October 7, 1999, in accordance with actions adopted by the incorporator on October 15, 1999, before the issuance of shares, pursuant to Sections 607.1005 and 607.1006 of the Florida Business Corporation Act.

1. Article II of the Articles of Incorporation is hereby deleted in its entirety and the following substituted therefor :

ARTICLE II
Nature of Business

The purpose of the Corporation is limited solely to (i) being the general partner of the Partnership, (ii) acting as, and exercising all of the authority of the general partner of the Partnership, and (iii) transacting any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, that is incident, necessary, and appropriate to accomplish the foregoing.

2. The Articles of Incorporation shall be further amended to incorporate the following Articles XII, XIII, XIV and XV:

ARTICLE XII
Separateness Provisions

Notwithstanding any other provision of these Articles of Incorporation of the Corporation to the contrary, the Corporation shall:

- i. maintain books and records separate from any other person or entity;
- ii. maintain its bank accounts separate from any other person or entity;
- iii. not commingle its assets with those of any other person or entity and hold all of its assets in its own name;
- iv. conduct its own business in its own name;

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- v. maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- vi. pay its own liabilities and expenses only out of its own funds;
- vii. observe all corporate and other organizational formalities;
- viii. maintain an arm's length relationship with its Affiliates and enter into transactions with Affiliates only on a commercially reasonable basis;
- ix. pay the salaries of its own employees from its own funds;
- x. maintain a sufficient number of employees in light of its contemplated business operations;
- xi. not guarantee or become obligated for the debts of any other entity or person;
- xii. not hold out its credit as being available to satisfy the obligations of any other person or entity;
- xiii. not acquire the obligations or securities of its Affiliates or owners, including partners, members or shareholders, as appropriate;
- xiv. not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment-grade securities);
- xv. allocate fairly and reasonably (and pay or charge for, as applicable) any overhead expenses that are shared with an Affiliate, including paying for office space provided by and services performed by any employee of an Affiliate;
- xvi. use separate stationery, invoices, and checks bearing its own name;
- xvii. not pledge its assets for the benefit of any other person or entity;
- xviii. hold itself out as a separate entity;
- xix. correct any known misunderstanding regarding its separate identity;
- xx. not identify itself as a division of any other person or entity;
- xxi. maintain its assets in such a manner that it would not be costly or difficult to segregate, ascertain, or identify its assets from those of any other person or entity; and
- xxii. maintain adequate capital in light of its contemplated business operations.

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ARTICLE XIII
Prohibited Acts

Notwithstanding any other provisions contained in these Articles of Incorporation to the contrary, so long as the First Mortgage is outstanding, except as expressly permitted in the First Mortgage, the Corporation shall be prohibited from doing any of the following:

xxiii. incurring any indebtedness, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than the First Mortgage and unsecured trade debt incurred in the ordinary course of business which is payable within thirty (30) days of the date incurred, provided that the total outstanding amount of such trade debt does not exceed any maximum amount provided in the First Mortgage at any one time;

xxiv. dissolving or liquidating, in whole or in part;

xxv. consolidating or merging with or into any other entity or conveying or Transferring its properties and assets substantially as an entirety to any person or entity;

xxvi. amending or causing to be amended Article II or XII of these Articles of Incorporation or Sections 3, 8.5, 10.4, 11.8, 13.1, 13.7, 19.1 and 19.3 of the Agreement of Limited Partnership of the Partnership;

xxvii. taking any action that might cause the Corporation or the Partnership to become insolvent;

xxviii. withdrawing or resigning as the general partner of the Partnership or Transferring its interest in the Partnership; or

xxix. causing the Partnership to do any of the foregoing.

ARTICLE XIV
Definitions

xxx. The term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, policies or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise.

xxxi. "Affiliate" means, with respect to another person,

a. any person directly or indirectly owning, controlling or holding with power to vote ten percent (10%) or more of the outstanding voting securities or interests of such other person;

b. any person directly or indirectly owning ten percent (10%) or more of whose outstanding voting securities are directly or indirectly owned, controlled or held with power to vote by such other person;

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c. any person directly or indirectly controlling, controlled by or under common control with such other person;

d. any officer, director or partner of such other person;

e. if such other person is an officer, director or partner, any company for which such person acts in any such capacity; and

f. any close relative or spouse of the specified person.

xxxii. "Certificates" means any issue of securities issued in respect of a pool of mortgage loans that includes the First Mortgage.

xxxiii. "First Mortgage" means the mortgage note loan from the Lender to the Partnership expected to be entered into in October, 1999.

xxxiv. "Lender" means Column Financial, Inc., a Delaware corporation, and its successors and assigns.

xxxv. "Non-Consolidation Opinion" shall mean an opinion of counsel to the Partnership (reasonably satisfactory to the Lender and each Rating Agency in form and substance, from counsel reasonably satisfactory to the Lender and each Rating Agency and containing assumptions, limitations and qualifications customary for opinions of such type) to the effect that a court of competent jurisdiction in a proceeding under the United States Bankruptcy Code would not consolidate the assets and liabilities of the Partnership with those of any partner or Affiliate thereof which became a debtor under the United States Bankruptcy Code (and would not consolidate the assets and liabilities of the Corporation with those of any equity owner thereof which became a debtor under the United States Bankruptcy Code), and if applicable to the Partnership that any such Transfer would not be a fraudulent conveyance under the United States Bankruptcy Code.

xxxvi. The "Partnership" shall mean SRA/MIAMI OFFICE ONE LTD., a Florida limited partnership.

xxxvii. A "Rating Agency" means any nationally recognized rating agency that has been requested by the Lender or any transferee of the Lender to rate any Certificates which is then rating, or expected to rate, such Certificates.

xxxviii. "Transfer" shall mean any transfer, conveyance, pledge, hypothecation, encumbrance, assignment, or other disposition, in whole or in part.

ARTICLE XV Restrictions on Transfer

Notwithstanding any other provisions of these Articles of Incorporation to the contrary, so long as the First Mortgage is outstanding, no shareholder of the Corporation may Transfer any direct or indirect ownership interest in the Corporation such that the transferee owns

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more than a 49% interest in the Corporation (or such lesser interest as specified in the First Mortgage) and such transferee will not be recognized as a shareholder of the Corporation on the books and records of the Corporation, unless such Transfer is conditioned upon the delivery of an acceptable Non-Consolidation Opinion to the Lender and to any Rating Agency which is then rating, or expected to rate, the Certificates concerning, as applicable, the Corporation, the new transferee and/or their respective owners.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 15th day of October, 1999.

By: K. Lawrence Gragg
K. Lawrence Gragg