



THE UNITED STATES
CORPORATION
COMPANY

V10952

ACCOUNT NO. : 072100000032

REFERENCE : 390315

97 MAY 14 PM 4:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9017A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 14, 1997

ORDER TIME : 9:51 AM

ORDER NO. : 390315-015

CUSTOMER NO: 9017A

CUSTOMER: Dennis Stewart, Esq
Stewart & Associates,
2979 N.W. 56th Avenue

Lauderhill, FL 33313

Amended
Restated
Articles
200002179132--0
-05/15/97--01001--011
****175.00 *****87.50

DOMESTIC AMENDMENT FILING

NAME: HARRIS PROPERTIES, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XXX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

97 MAY 14 PM 11:25
DIVISION OF CORPORATION

35
52.50
87.50

AMENDED & RESTATED ARTICLES OF INCORPORATION

OF

HARRIS PROPERTIES, INC.

FILED
97 MAY 14 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDED & RESTATED ARTICLES OF INCORPORATION OF HARRIS PROPERTIES, INC., a Florida Corporation ("Corporation") is executed and shall be effective as of the 12th day of May, 1997.

The Articles of Incorporation of the Corporation are hereby amended and restated, as follows:

ARTICLE 1: The name of the Corporation is as follows:

HARRIS PROPERTIES, INC.

ARTICLE 2. The existence of the Corporation is perpetual.

ARTICLE 3. The aggregate number of shares which the Corporation has authority to issue is 7,500, of which all shares shall be common shares with a par value of \$1.00.

ARTICLE 4. The Registered Office of the corporation shall be as follows:

LAMONT HARRIS
445 S. W. SECOND STREET
POMPAÑO BEACH, FLORIDA

ARTICLE 5. The principal place of business for the Corporation shall be:

445 S. W. Second Street, Pompano Beach, Florida.

ARTICLE 6. The Power to adopt, alter, amend or recall the Articles of Incorporation shall be vested in the Shareholders.

ARTICLE 7. Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the corporation is to engage solely in the activity of acting as a general partner of HARRIS & H, LTD., a Limited Partnership (the "Partnership") whose purpose is to own certain parcels of real property, together with all improvements, located thereon, in the City of Pompano Beach, State of Florida (collectively, the "Properties") and own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Properties. The corporation shall exercise all powers enumerated in the General Corporation Law of Florida necessary or convenient to the conduct, promotion

or attainment of the business or purposes otherwise set forth herein.

ARTICLE 8. Notwithstanding any provision hereof to the contrary, the following shall govern: The corporation shall only incur or cause the Partnership to incur indebtedness in an amount necessary to acquire, operate and maintain the Properties. For so long as any mortgage lien exists on any of the Properties, the corporation shall not and shall not cause the Partnership to consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the corporation or Partnership) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the properties and assets of the corporation or Partnership substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article and (c) shall expressly assume the due and punctual performance of the corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this corporation or the Partnership and be continuing. For so long as a mortgage lien exists on any of the Properties, the corporation shall not voluntarily commence a case with respect to itself or cause the Partnership to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on any of the Properties, no material amendment to this certificate of incorporation or to the corporation's By-laws nor to the partnership agreement of the Partnership may be made without first obtaining approval of the mortgagees holding first mortgages on each of the Properties.

ARTICLE 9. Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Partnership or the Properties and shall not constitute a claim against the corporation in the event that cash flows is insufficient to pay such obligations.

ARTICLE 10. Notwithstanding any provision hereof to the contrary, the following shall govern: For so long as any mortgage lien exists on any of the Properties, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

A. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.

B. It shall maintain separate corporate records

and books of account from those of its parent and any affiliate.

C. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

D. It shall not commingle assets with those of its parent and any affiliate.

E. It shall conduct its own business in its own name.

F. It shall maintain financial statements separate from its parent and any affiliate.

G. It shall pay any liabilities out of its own funds, including salaries or any employees, not funds of its parent or any affiliate.

H. It shall maintain an arm's length relationship with its parent and any affiliate.

I. It shall not guarantee or, except to the extent of its liability for the debt secured by such mortgage lien, become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.

J. It shall use stationery, invoices and checks separate from its parent and any affiliate.

K. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

L. It shall hold itself out as an entity separate from its parent and any affiliate.

For purpose of this Article, the following terms shall have the following meanings:

"affiliate" means any persons controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly,

fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

The above restated Articles of Incorporation was adopted by the unanimous consent of the Shareholders, Board of Directors and Officers as of the 12th day of May, 1997.

L.B.P. Harris

LAMONT B. P. HARRIS, President
Secretary and Treasurer

L.B.P. Harris

LAMONT B.P. HARRIS, Sole Director

L.B.P. Harris

LAMONT B.P. HARRIS, Sole Shareholder

STATE OF FLORIDA

COUNTY OF Broward

BEFORE ME, the undersigned authority, personally appeared LAMONT B.P. HARRIS, as President, Secretary, Treasurer, Sole Director, and Sole Shareholder of HARRIS PROPERTIES, INC, a Florida corporation, who produced a drivers license as a form of identification, and who acknowledged that he executed the foregoing document for the purposes expressed therein.

WITNESS my hand and official seal this 13 day of May, 1997.

Dennis Stewart

NOTARY PUBLIC

Commission Exp:

har-and.art/pls

