

P96000031380



ACCOUNT NO. : 072100000032

REFERENCE : 912000 4301763

AUTHORIZATION :

Patricia Pizzit

COST LIMIT : 470.00

ORDER DATE : April 9, 1996

ORDER TIME : 11:30 AM

ORDER NO. : 912000

CUSTOMER NO: 4301763

600001775586

CUSTOMER: Mr. Luis Torres
PARKER CHAPIN FLATTAU & KLINPL
1211 Avenue Of The Americas
New York, NY 10036

DOMESTIC FILING

NAME: FACILITY DEVELOPMENT CORPORATION

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS: _____

RECEIVED
96 APR 10 PM 1:11
DIVISION OF CORPORATION SERVICES
STATE OF FLORIDA
TALLAHASSEE
FILED
96 APR 10 PM 3:11

GB 4/10/96

ARTICLES OF INCORPORATION**OF****FACILITY DEVELOPMENT CORPORATION**

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is **FACILITY DEVELOPMENT CORPORATION**.

SECOND: The street address of the principal office of the corporation is 1800 First Union National Bank Tower, 225 Water Street, Jacksonville, Florida 32201-3315.

The mailing address of the corporation is 1800 First Union National Bank Tower, 225 Water Street, Jacksonville, Florida 32201-3315.

THIRD: The corporation is authorized to issue 1,000 shares of common stock, par value \$0.01 per share. All such common stock is of the same class.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following; the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME**ADDRESS**

Carol Gispin

375 Hudson Street
New York, NY 10014

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to

grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements,

privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof,

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants, and concessions.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his 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 a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on April 9, 1996

CORPORATION SERVICE COMPANY

By: Carol Glospie
Incorporator, Carol Glospie

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: Carol Glospie
Carol Glospie, Assistant Vice President

Date: April 9, 1996

P96 000031380

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
 1406 Hays Street, Suite 2
 (Address)
 Tallahassee, FL 32301 (904) 656-3992
 (City, State, Zip) (Phone #)

600002063036--8
-01/21/97--01014--025
*****87.50 *****87.50

OFFICE USE ONLY

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

1. Facility Development Corporation P96-31380
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 1/21 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
97 JAN 21 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amendment
1/22/97
[Signature]

RECEIVED
97 JAN 21 AM 11:15
DIVISION OF CORPORATIONS

Examiner's Initials

ARTICLES OF AMENDMENT
of
ARTICLES OF INCORPORATION
of
FACILITY DEVELOPMENT CORPORATION

FILED
91 JUN 21 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida:

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby adopt the following Articles of Amendment.

1. The name of the corporation is Facility Development Corporation.
2. Article III of the Articles of Incorporation is hereby amended so as henceforth to read as follows:

"ARTICLE III

The total number of shares of all classes of stock which the Corporation has authority to issue is Six Thousand (6,000), consisting of One Thousand (1,000) shares of Common Stock, par value \$.01 per share (the "Common Stock") and Five Thousand (5,000) shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"). All Common Stock shall be of the same class and shall have unlimited voting rights. The Preferred Stock shall be designated as "Preferred Stock." The Corporation shall not pay any dividends on the Common Stock without the consent of a majority in interest of the Preferred Stock. In the event of the dissolution, liquidation or distribution of assets of the Corporation, there shall be paid to the holders of the Preferred Stock \$1.00 per share before any sum shall be paid to or any assets distributed among the holders of the Common Stock. After such payment to the holders of the Preferred Stock, the remaining assets and funds of the Corporation shall be divided among and paid to the holders of the Common Stock in proportion to their respective holdings of such shares. The holders of Preferred Stock shall have no right to vote except to the extent required by the Florida Business Corporation Act."

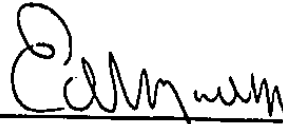
3. The date of adoption of the aforesaid amendment was January 17, 1997.

4. The number of votes cast for the said amendments by the shareholders was sufficient for the approval thereof.

5. These Articles of Amendment shall be effective upon filing.

Executed on January 17, 1997.

FACILITY DEVELOPMENT
CORPORATION



Edward R. Mandell
Assistant Secretary