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BASIC AMENDMENT  
WGCC, INC.

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*Amended at Packet*

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
WGCC, INC.

03 JUN 24 PM 5:01  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned officer hereby files these Amended and Restated Articles of Incorporation for WGCC, Inc., a Florida Corporation (the "Corporation"), amending and restating its Articles of Incorporation originally filed with the Florida Secretary of State on June 15, 2001 as amended by the Articles of Amendment to the Articles of Incorporation filed with the Florida Secretary of State on August 3, 2001, in accordance with actions adopted by written consent of the Directors and shareholders as of June 24, 2003, pursuant to the provisions of Sections 607.0704, 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act.

ARTICLE 1

The name of the Corporation shall be WGCC, INC., a Florida Corporation.

ARTICLE 2

The Corporation shall have perpetual existence until dissolved by law.

ARTICLE 3

The general purpose of the Corporation is to transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act. For so long as any mortgage lien in favor of Wachovia Bank, National Association, its successors or assigns (the "First Mortgage") exists on any portion of the Property (as hereinafter defined), 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 a limited partnership whose purpose is to (i) acquire by Contribution certain contract rights to acquire the Property (as hereinafter defined), (ii) acquire certain real property, together with all improvements located thereon, in the City of Coconut Creek, Florida, known as "Walgreens-Coconut Creek" (the "Property"), (iii) to own,

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hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property and (iv) to exercise all powers enumerated in the Revised Uniform Limited Partnership Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein. The Corporation shall exercise all powers enumerated in the Florida Business Corporation Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE 4

The principal place of business and mailing address of the Corporation shall be:

300 S.E. 2<sup>nd</sup> Street

Ft. Lauderdale, Florida 33301

ARTICLE 5

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand Shares (1,000) of common stock with a par value of one (\$1.00) Dollar per share.

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by this Amended and Restated Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or lease thereof; or

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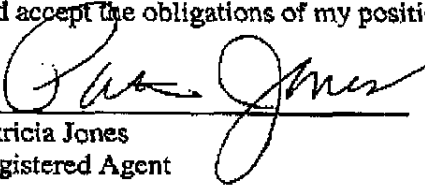
(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE 6

The name and address of the registered agent is:

Patricia Jones  
300 S.E. 2<sup>nd</sup> Street, 8<sup>th</sup> Floor  
Ft. Lauderdale, Florida 33301

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.

  
Patricia Jones  
Registered Agent

ARTICLE 7

The number of Directors constituting the Board of Directors of the Corporation is one (1), and his name and address is as follows:

Terry W. Stiles  
300 S.E. 2<sup>nd</sup> Street  
Ft. Lauderdale, Florida 33301

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ARTICLE 8

Notwithstanding any provision hereof to the contrary, for so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure it as a separate and distinct corporate identity, in addition to the other provisions set forth in this Amended and Restated Certificate of Incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

- (1) 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.
- (2) It shall maintain corporate records and books of account separate from those of its parent and any affiliate.
- (3) Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.
- (4) It shall observe all corporate formalities.
- (5) It shall not commingle assets with those of its parent and any affiliate.
- (6) It shall conduct its own business in its own name.
- (7) It shall maintain financial statements separate from its parent and any affiliate.
- (8) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
- (9) It shall maintain an arm's length relationship with its parent and any affiliate.
- (10) It shall not guarantee or 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.
- (11) It shall use stationery, invoices and checks separate from its parent and any affiliate.
- (12) It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

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

For purpose of this Article 8, the following terms shall have the following meanings:

"affiliate" means any person 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 the 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."

ARTICLE 9

The name and address of the incorporator of the Corporation was:

Patricia Jones

300 S.E. 2<sup>nd</sup> Street

Ft. Lauderdale, Florida 33301

ARTICLE 10

The officers of the Corporation as appointed by the Board of Directors shall be:

President	Terry W. Stiles
Vice President/Treasurer	Douglas P. Eagon
Vice President/Secretary	Patricia Jones
Vice President	Stephen R. Palmer
Vice President	James W. Stine
Vice President	Rocco Ferrara

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Vice President

Dennis F. O'Shea

ARTICLE 11

No contract or other transaction between the Corporation and any other Corporation, and no act of the corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation. Any Director individually, or any firm which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is related by virtue of such attribution, shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contact or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contact or transaction, with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

ARTICLE 12

Notwithstanding any provision hereof to the contrary, for so long as the First Mortgage exists on any portion of the Property, the Corporation only shall incur or cause the owner of the Property only to incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as the First Mortgage exists on any portion of the Property, the Corporation: (i) shall not and shall not cause the owner of the Property to incur, assume, or guarantee any other indebtedness, (ii) shall not and shall not cause the owner of the Property to dissolve or liquidate, (iii) shall not and shall not cause the owner of the Property to consolidate or

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merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interests to any entity, (iv) shall not voluntarily commence a case with respect to itself or cause the owner of the Property 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, and (v) shall not materially amend these Amended and Restated Certificate of Incorporation or the by-laws of the Corporation or that certain Second Amended and Restated Limited Partnership Agreement of WGCC, Ltd. dated as of June 24, 2003, without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

ARTICLE 13

A. **Stockholder Agreements:** The Corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in this Amended and Restated Articles of Incorporation or the By-Laws of the Corporation shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. **Indemnification of Directors and Officers.** The Corporation shall indemnify any Director or Officer who by virtue of his being a Director or Officer of the Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all

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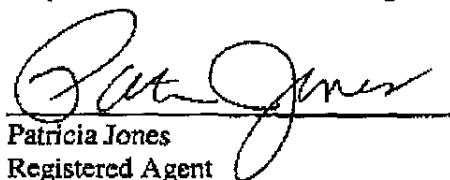
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reasonable expenses incurred as a result of such action or proceeding. Notwithstanding any provision hereof to the contrary, for so long as the First Mortgage exists on any portion of the Property, any indemnification of the Corporation's Directors and Officers shall be fully subordinated to any obligations respecting the owner of the Property or the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the Corporation or the owner of the Property in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

C. Director's Liability: No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

ARTICLE 14

Subject to the restrictions on amendment set forth in Article 12(v) of these Amended and Restated Articles of Incorporation, these Amended and Restated Articles of Incorporation may be amended upon approval by a vote of Fifty-One percent (51%) of the stock entitled to vote at a duly called shareholders meeting.

  
Patricia Jones  
Registered Agent

Dated: June 24, 2003

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