



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 847037 4804484

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pzyto*

ORDER DATE : June 8, 1998

ORDER TIME : 10:03 AM

ORDER NO. : 847037-005

CUSTOMER NO: 4804484

CUSTOMER: Ms. Jen Dombrowski  
WOLF BLOCK SCHORR AND  
SOLIS-COHEN  
Packard Bldg. 13th Floor  
15th & Chestnut Streets  
Philadelphia, PA 19102

100002553551--8

DOMESTIC FILING

NAME: WSG REALTY HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -9 PM 2:47

RECEIVED  
98 JUN -9 PM 2:01  
DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -9 PM 2:47

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

WSG REALTY HOLDINGS, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: WSG Realty Holdings, Inc.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:

1500 San Remo Avenue, Suite 185, Coral Gables, FL 33146

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 100 shares of Common Stock, par value \$1.00 per share.

\*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

N/A	

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
N/A	N/A	N/A	N/A

\*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A	

(\*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A  
   
 

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: N/A

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE: N/A

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 1201 Hays Street, Tallahassee, FL 32301 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS Corporation Service Company

\*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE: Phillip Wolman, 1500 San Remo Avenue, Suite 185  
Coral Gables, FL 33146

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Jennifer L. Dombrowski  
Wolf, Block, Schorr and Solis-Cohen LLP  
111 S. 15th Street, 12th Floor Packard Building  
Philadelphia, PA 19102-2678

FILED  
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DIVISION OF CORPORATIONS  
98 JUN -9 PM 2:47

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 8<sup>th</sup> DAY OF June, 19 98

Jennifer L. Dombrowski, Organizer  
SIGNATURE/TITLE  
Jennifer L. Dombrowski, Sole Incorporator

\_\_\_\_\_  
SIGNATURE/TITLE

\_\_\_\_\_  
SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION  
607.0501 (3) F.S.: CORPORATION SERVICE COMPANYS FAMILIAR WITH AND  
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED 6-9, 19 98

BY Karen B. Rozar

Karen B. Rozar, As Its Agent

\_\_\_\_\_  
(TYPE NAME OF OFFICER)

\_\_\_\_\_  
(TITLE OF OFFICER)