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WSG SAND LAKE GP, INC.

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Amend/Restated/cc/cus
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WSG SAND LAKE GP, INC.**

a Florida Corporation

Pursuant to the provisions of all applicable Florida Statutes, the undersigned adopts the following Amended and Restated Articles of Incorporation for such corporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

WSG SAND LAKE GP, INC.

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 100 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V
EXISTENCE**

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

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**ARTICLE VI
REGISTERED AGENT AND REGISTERED OFFICE**

The Corporation's Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: LAMONT NEIMAN INTERIAN & BELLET, P.A.

REGISTERED OFFICE: One Biscayne Tower
Suite 3550
Two South Biscayne Boulevard
Miami, Florida 33131

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Registered Agent to accept service of process on the Corporation at the Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

LAMONT NEIMAN INTERIAN & BELLET, P.A.

By: 
Alberto Interian, Vice President

**ARTICLE VII
BOARD OF DIRECTORS**

The number(s) of Directors constituting the Board of Directors of the Corporation is two (2). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

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**ARTICLE VIII
DIRECTORS**

The names and addresses of the members of the Board of Directors are:

Eric Sheppard
Director /President
400 Arthur Godfrey Road
Suite 200
Miami Beach, Florida 33140

Philip Wolman
Director/Secretary
400 Arthur Godfrey Road
Suite 200
Miami Beach, Florida 33140

**ARTICLE IX
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X
PRINCIPAL OFFICE**

The principal office of the corporation is:

400 Arthur Godfrey Road
Suite 200
Miami Beach, Florida 33140

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**ARTICLE XI
MAILING ADDRESS**

The mailing address of the corporation is:

400 Arthur Godfrey Road
Suite 200
Miami Beach, Florida 33140

**ARTICLES XII
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XIII
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The foregoing Amendment was approved by a sufficient number of shareholders in every voting group entitled to vote on amendment.

The foregoing Amendment was adopted by the Shareholders and Board of Directors of the corporation on the 9th day of December, 2005.

WSG SAND LAKE GP, INC.
a Florida Corporation

By:


Eric Sheppard, President

Attest:


Philip Wolman, Secretary

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