

Division of Corporations

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P99000035254

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

WSG ROANOKE GP, INC.

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TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WSG ROANOKE GP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of WSG Roanoke GP, Inc., a Florida corporation ("Corporation"), filed with the Department of State on April 16, 1999, Charter Number P99000035254 is hereby amended and restated pursuant to Section 607.1007 of the Florida Business Corporation Act:

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be: WSG Roanoke GP, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of this Corporation is 1500 San Remo Avenue, Suite 185, Coral Gables, Florida 33146.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 100 shares of Common Stock, par value \$1.00 per share.

**ARTICLES IV
PURPOSE**

Notwithstanding any provision herein to the contrary, the Corporation is organized for the sole purpose of acting as the sole general partner of WSG Roanoke, L.P., a Delaware limited partnership, as set forth in the Agreement of Limited Partnership of WSG Roanoke, L.P., and may engage only in those activities which are necessary to the conduct, promotion, or attainment of said purpose.

**ARTICLE V
LIMITATION ON POWERS**

The Corporation is hereby expressly prohibited from engaging in the following activities:

- A. The Corporation shall not incur any indebtedness.

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B. The Corporation shall not engage in or cause its dissolution, liquidation, consolidation, merger or asset sale, or amendment of its Articles of Incorporation as long as the loan from GMAC Commercial Mortgage Corporation ("Lender") to WSG Roanoke, L.P. remains outstanding.

ARTICLE VI UNANIMOUS CONSENT

The unanimous consent of the directors is required to (i) file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings or cause the partnership to do so; (ii) to dissolve, liquidate, consolidate, merge, or sell all or substantially all of the assets of the Corporation; (iii) engage in any other business activity; and (iv) amend the articles of incorporation of the Corporation, or vote to amend the limited partnership's limited partnership agreement. The directors of the Corporation are to consider the interests of the creditors of the Corporation in connection with all corporate action.

ARTICLE VII SEPARATENESS COVENANTS

The Corporation shall at all times observe the following:

- a. maintain books and records separate from any other person or entity;
- b. maintain its accounts separate from any other person or entity;
- c. not commingle assets with those of any other entity;
- d. conduct its own business in its own name;
- e. maintain separate financial statements;
- f. pay its own liabilities of its own funds;
- g. observe all partnership formalities;
- h. maintain an arm's length relationship with its affiliates;
- i. pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- j. not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- k. not acquire obligations or securities of its partners, members or shareholders;
- l. allocate fairly and reasonably any overhead for shared office space;
- m. use separate stationery, invoices and checks;
- n. not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- o. hold itself out as a separate entity;
- p. correct any known misunderstanding regarding its separate identity; and
- q. maintain adequate capital in light of its contemplated business operations.

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**ARTICLE VIII
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the registered office of this Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at that address shall be Corporation Service Company.

The foregoing amendment and restatement was adopted by the board of directors of the Corporation on November 17th, 1999. No shareholder approval is required.

IN WITNESS WHEREOF, the undersigned, being the Vice President of the Corporation, has executed these Amended and Restated Articles of Incorporation on this the 17th day of November, 1999.


Eric D. Sheppard, Vice President

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