

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H070001691203)))



H070001691203ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 205-0380

From:  
Account Name : LAMONT & NEIMAN, P.A.  
Account Number : I20000000051  
Phone : (305) 530-9400  
Fax Number : (305) 530-9409

FILED  
07 JUN 28 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

WSG ROANOKE GP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$52.50

RECEIVED  
07 JUN 28 AM 8:00  
DIVISION OF CORPORATIONS

*Amend & Restated*  
*Anken*

Electronic Filing Menu

Corporate Filing Menu

Help

((H07000169120 3)))

**CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION OF**  
**WSG Roanoke GP, INC.**

1. The name of the corporation is WSG Roanoke GP, INC.
2. The restated articles amend and restate the original articles as follows:

**SECOND AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**WSG ROANOKE GP, INC.**  
**a Florida Corporation**

The undersigned, acting as the Vice President of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be:  
WSG ROANOKE 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 1,000 shares of one class of common stock having a par value of \$ 0.01 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.

((H07000169120 3)))

**FILED**  
07 JUN 28 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(((H07000169120 3)))

**ARTICLE V  
EXISTENCE**

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

**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  
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.

(((H07000169120 3)))

((H07000169120 3)))

**ARTICLE VIII  
PRINCIPAL OFFICE**

The principal office of the corporation is:  
400 Arthur Godfrey Road  
Suite 200  
Miami Beach, Florida 33140

**ARTICLE IX  
MAILING ADDRESS**

The mailing address of the corporation is:  
400 Arthur Godfrey Road  
Suite 200  
Miami Beach, Florida 33140

**ARTICLES X  
POWERS**

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

**ARTICLE XI  
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.

**ARTICLE XII  
EFFECTIVENESS**

This Second Amended and Restated Articles of Incorporation shall have no force or effect until the defeasance of the existing mortgage loan by Capmark is completed. Upon the completion of the defeasance of the existing mortgage loan, these Second Amended and Restated Articles of Incorporation shall have full force and effect as of the date of filing.

{SIGNATURES ON FOLLOWING PAGE}

((H07000169120 3)))

((H07000169120 3)))

3. No shares will be exchanged, reclassified or cancelled as a result of this restatement.

4. This restatement was adopted on June 26, 2007.

5. The amendments were approved by the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval.

**IN WITNESS WHEREOF**, I, the Vice President, have executed this Certificate of Restated Articles of Incorporation this 26th day of June, 2007.

  
\_\_\_\_\_  
Jeffrey Graff, Vice President

((H07000169120 3)))

((H07000169120 3)))

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WSG ROANOKE GP, INC.  
a Florida Corporation**

The undersigned, acting as the Vice President of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be:  
WSG ROANOKE 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 1,000 shares of one class of common stock having a par value of \$ 0.01 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.

((H07000169120 3)))

((H07000169120 3)))

**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  
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 VIII  
PRINCIPAL OFFICE**

The principal office of the corporation is:  
400 Arthur Godfrey Road  
Suite 200  
Miami Beach, Florida 33140

((H07000169120 3)))

(((H07000169120 3)))

**ARTICLE IX  
MAILING ADDRESS**

The mailing address of the corporation is:  
400 Arthur Godfrey Road  
Suite 200  
Miami Beach, Florida 33140

**ARTICLES X  
POWERS**

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

**ARTICLE XI  
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.

**ARTICLE XII  
EFFECTIVENESS**

This Second Amended and Restated Articles of Incorporation shall have no force or effect until the defeasance of the existing mortgage loan by Capmark is completed. Upon the completion of the defeasance of the existing mortgage loan, these Second Amended and Restated Articles of Incorporation shall have full force and effect as of the date of filing.

IN WITNESS WHEREOF, I, the Vice President, have executed these Second Amended and Restated Articles of Incorporation this 26th day of June, 2007.

  
\_\_\_\_\_  
Jeffrey Graff, Vice President

(((H07000169120 3)))