

P 99000072518

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FILED
APR -6 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEMORANDUM

TO: Florida Department of State
FROM: John H. Holley
DATE: March 14, 2000
RE: Filing of Corporate Documents

600003186696--3
-03/17/00--01095--002
*****70.00 *****35.00

Enclosed please find the Statement of Change of the Registered Agent and Restated Articles of Incorporation with Certificate for GAD-WPB 5800 GREENWOOD, INC.

Thank you and if you have any questions please call.

Restated Art

VB

V. SHEPARD APR 10 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 30, 2000

JOHN H. HOLLEY
4901 N. FEDERAL HWY., STE. 440
FT. LAUDERDALE, FL 33308

SUBJECT: GAD - WPB 5800 GREENWOOD, INC.
Ref. Number: P99000072518

See Attached

We have received your document for GAD - WPB 5800 GREENWOOD, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 400A00017409

Rec'd 4/6

**RESTATED ARTICLES OF INCORPORATION
OF
GAD -WPB 5800 GREENWOOD, INC.**

RESOLVED, that the following restated articles of incorporation of GAD – WPB 5800 GREENWOOD, INC. are adopted as the articles of incorporation of the corporation:

**ARTICLE I
NAME**

The name of the corporation is:
GAD – WPB 5800 GREENWOOD, INC.

**ARTICLE II
PRINCIPLE OFFICE**

The principle office of the corporation is:
4901 North Federal Highway, Suite 440
Fort Lauderdale, Florida 33308

**ARTICLE III
DURATION**

The corporation shall continue existence with the filing of these Restated Articles of Incorporation, and shall continue in existence perpetually thereafter.

**ARTICLE IV
PURPOSE**

This corporation is organized for the purposes of engaging in the business of a Financial Management Company; to buy, sell, lease, construct, operate and develop real estate; to everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation operations or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to exercise those powers, rights, and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and for the purposes of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue a maximum of 100,000 shares of a common class stock with \$.10 par value per share.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is:
4901 North Federal Highway, Suite 440
Fort Lauderdale, Florida 33308

The name of the registered agent of this Corporation at that address is:
Thomas F. Gustafson

ARTICLE VII BOARD OF DIRECTORS

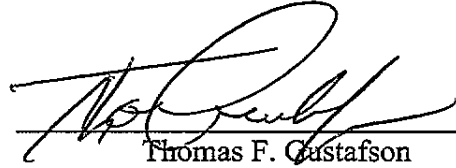
This Corporation shall have one director. However, the number of directors may be either increased or diminished from time to time in accordance with this Corporation's By Laws, but there shall never be less than one director. The name and address of the director of this Corporation is:

Thomas F. Gustafson
4901 North Federal Highway, Suite 440
Fort Lauderdale, Florida 33308

ARTICLE VII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

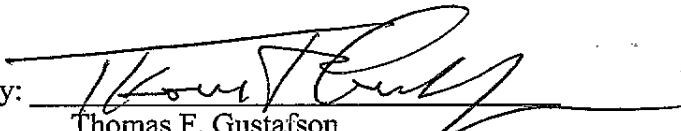
IN WITNESS WHEREOF, the undersigned director has executed these Restated Articles of Incorporation this 19 day of March, 2000.


Thomas F. Gustafson

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT
UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for GAD – WPB 5800 GREENWOOD, INC., the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 6907.0505 of the Florida Statutes.

DATED: 3/19/2000

By: 
Thomas F. Gustafson
4901 North Federal Highway, Suite 440
Fort Lauderdale, Florida 33308

CERTIFICATE OF ADOPTION OF RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of Florida Statutes §607.1007, the undersigned corporation, **GAD - WPB 5800 GREENWOOD, INC.** and pursuant to a resolution duly adopted by its Board of Directors, adopts the attached Restated Articles of Incorporation, which do not include any amendments requiring shareholder approval.


Thomas F. Gustafson, Sole Director