



THE UNITED STATES
CORPORATION
COMPANY

PC9000075481

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99 AUG 24 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 351645 4804484

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 87.50

ORDER DATE : August 24, 1999

ORDER TIME : 11:12 AM

ORDER NO. : 351645-005

CUSTOMER NO: 4804484

300002968433--6

CUSTOMER: Mr. Joseph P. Mcavoy
WOLF BLOCK SCHORR AND
WOLF BLOCK SCHORR AND
22nd Floor
1650 Arch Street
Philadelphia, PA 19103-2097

DOMESTIC FILING

NAME: WSG ORLANDO-COLONIAL G.P. INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS

PH
8/24/99

53 AUG 24 PM 2:06
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
WSG ORLANDO- COLONIAL G.P. INC.

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TALLAHASSEE, FLORIDA

FIRST: The corporation name that satisfies the requirements of Section 607.0401 is: WSG ORLANDO-COLONIAL G.P. 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>
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
_____	_____	_____	_____

* 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>

(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: **SEE ATTACHMENT.**

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 two, 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

Eric D. Sheppard
1500 San Remo Avenue
Suite 185
Coral Gables, FL 33146

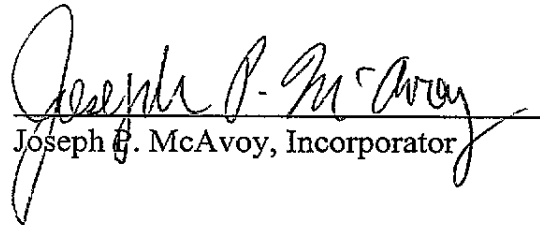
TENTH: The name and address of each incorporator is:

Joseph P. McAvoy
Wolf, Block, Schorr and Solis-Cohen LLP
1650 Arch Street, 22nd Floor
Philadelphia, PA 19103

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ELEVENTH: SEE ATTACHMENT.

The undersigned has (have) executed these Articles of Incorporation this 23rd
day of August, 1999.


Joseph P. McAvoy, Incorporator

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

Dated: Aug 24, 1999.

By: Deborah D. Skipper

(Type Name of Officer)
Deborah D. Skipper
as its agent

(Title of Officer)

ATTACHMENT

SEVENTH: Provisions for the regulation of the internal affairs of the corporation are:

1. A unanimous vote of the corporation's Board of Directors is required to take, or cause the Partnership (as defined in Article Eleven) to take, any of the following actions:

- (a) causing the corporation or the Partnership to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the corporation or the Partnership under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the corporation or the Partnership adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the corporation or the Partnership;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the corporation or the Partnership of its debts under any federal or state law relating to bankruptcy;
- (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the corporation or the Partnership or a substantial portion of the properties of the corporation or the Partnership;
- (g) making any assignment for the benefit of the corporation's or the Partnership's creditors;
- (h) engage in any other business activity;
- (i) amend the Articles of Incorporation of the corporation or vote to amend the limited partnership's limited partnership agreement; or

(j) taking any action or causing the corporation or the Partnership to take any action in furtherance of any of the foregoing;

2. For so long as the Indebtedness (as defined in Article Eleven) is outstanding, the corporation shall not:

(a) amend the Articles of Incorporation;

(b) withdraw as a general partner of the Partnership;

(c) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the corporation's assets or cause the Partnership to dissolve, liquidate, consolidate, merge, or sell all or substantially all of its assets; or

(d) transfer its interest or a portion thereof in the Partnership, except as expressly permitted under the loan documents executed in connection with the Indebtedness.

3. The corporation shall and the corporation shall require the Partnership to:

(a) not commingle its assets with those of any other entity and hold its assets in its own name;

(b) conduct its own business in its own name;

(c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;

(d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;

(e) pay its own liabilities out of its own funds;

(f) maintain adequate capital in light of contemplated business operations;

(g) observe all corporate or other organizational formalities;

(h) maintain an arm's length relationship with its affiliates;

- (i) pay the salaries of its own employees out of its own funds and maintain a sufficient number of employees in light of 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 affiliates or shareholders;
- (l) not make loans to any other person or entity;
- (m) allocate fairly and reasonable any overhead for shared office space;
- (n) use separate stationery, invoices, and checks;
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of the other.

4. The corporation's Board of Directors is to consider the interests of the Partnership's creditors in connection with all corporate actions.

ELEVENTH:

The purpose of the corporation shall be limited to serving as the general partner of ORLANDO-COLONIAL LIMITED PARTNERSHIP, a Delaware limited partnership (the "Partnership"), owning and leasing property located at 3122 East Colonial Drive, Orlando, Florida, and activities incidental thereto. The corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as general partner of the Partnership, and even then limited only to (I) the mortgage loan and other indebtedness incurred in favor of GMAC Commercial Mortgage Corporation, its successors and assigns (the "Indebtedness") and (ii) trade payables incurred in the ordinary course of business.