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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

WSG Deenbrook GP <Inc.

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Resignation of R.A. Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
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OTHER FILINGS
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Fictitious Name
Name Reservation

REGISTRATION/QUALIFICATION
Foreign
Limited Partnership
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T. SMITH, NOV 18 1999

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
WSG DEERBROOK GP, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I  
NAME OF CORPORATION**

The name of this Corporation shall be: **WSG Deerbrook 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 Deerbrook LP, a Delaware limited partnership, as set forth in the Agreement of Limited Partnership of WSG Deerbrook LP, 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.
- 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 Deerbrook LP remains outstanding.

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## **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.

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

The street address of the initial registered office of this Corporation in the State of Florida is 526 E. Park Avenue, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at that address shall be NRAI Services, Inc.

**ARTICLE IX  
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

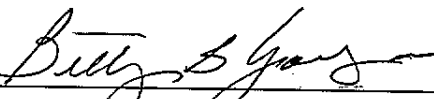
Eric D. Sheppard  
1500 San Remo Avenue, Suite 185  
Coral Gables, Florida 33146

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 17<sup>th</sup> day of November, 1999.



Eric D. Sheppard  
Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

By:   
Name: Betty B. Young  
Title: Assistant Secretary  
Registered Agent

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