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P990000101291

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BASIC AMENDMENT

WSG DEERBROOK GP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

Amended & Restated

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Articles

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DC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 15, 1999

WSG DEERBROOK GP, INC.
1500 SAN REMO AVE., STE. 185
CORAL GABLES, FL 33146

SUBJECT: WSG DEERBROOK GP, INC.
REF: P99000101291

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records reflect that the current registered agent is NRAI SERVICES, INC. at 526 E. Park Ave., Tallahassee, FL 32301. If the registered agent is changing the following would apply:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000031866
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499-318669

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

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TALLAHASSEE, FL
SECRETARY OF STATE

The Articles of Incorporation of WSG DEERBROOK GP, INC., a Florida corporation ("Corporation"), Document No. P99000101291, filed with the Florida Secretary of State on November 18, 1999, are hereby amended and restated as follows:

**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 other than the indebtedness under the loan from GMAC Commercial Mortgage Corporation ("Lender") to WSG Deerbrook LP. ("Deerbrook").

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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 Lender" to Deerbrook 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 526 E. Park Avenue, Tallahassee, Florida 32301, and the registered agent of this Corporation at that address shall be NRAI SERVICES, INC.

The foregoing amended and restated Articles were adopted by the board of directors on December 14, 1999, no shareholder action was required.

IN WITNESS WHEREOF, the undersigned, being the Vice President of this Corporation, has executed these Articles of Amendment as of December 14, 1999


Eric D. Sheppard
VICE PRESIDENT

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