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

From: Account Name : LAMONT & NEIMAN, P.A.
Account Number : I20000000051
Phone : (305) 530-9400
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

WSG DEERBROOK GP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	07
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DIVISION OF CORPORATIONS

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Restated Articles

6-29-07

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CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION OF
WSG DEERBROOK GP, INC.

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

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WSG DEERBROOK 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 DEERBROOK 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.

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**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.

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**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}

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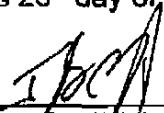
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3. No shares will be exchanged, reclassified or cancelled as a result of this restatement.

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

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REGISTERED AGENT

LAMONT NEIMAN INTERIAN & BELLET, P.A.

By: 

Alberto Interian, Vice President

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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

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