

L9900000 2064

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LIMITED LIABILITY COMPANY

WIN II, L.C.

12

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ARTICLES OF ORGANIZATION

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OF

WIN II, L.C.

The undersigned acting as organizer of WIN II, L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be WIN II, L.C., (the "LLC").

ARTICLE II
DURATION

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

ARTICLE III
PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV
BUSINESS ADDRESS AND REGISTERED AGENT

The address of the place of business and mailing address of the LLC shall be 240 E. 27th Street, Suite 21G, New York, NY 10016. The name and address of the LLC's initial registered agent shall be Philip H. Forbes, Esq. located at c/o BUTZEL LONG, P.C., 1200 North Federal Highway, Suite 411, Boca Raton, FL 3342.

Prepared by:
John J. Raymond, Jr., Esq.
BUTZEL LONG, P.C.
Suite 411
1200 North Federal Highway
Boca Raton, FL 33432
(561) 368-2151
Bar #194162

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**ARTICLE V
MEMBERS AND CONTRIBUTIONS**

(a) The following are the members of the LLC and their initial contribution:

Donald J. Chevalier	\$500.00
Daniel D. Hamm	\$500.00

(b) The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted to the LLC upon the majority consent of all members in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the member, in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the LLC.

**ARTICLE VII
DISSOLUTION, CONTINUATION**

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as the remaining members agree to continue the LLC.

**ARTICLE VIII
MANAGEMENT**

The LLC is to be managed by a Manager or Managers. The name and address of the initial Co-Managers of the LLC who shall serve as Co-Managers until a successor is elected and qualified are:

Donald J. Chevalier
240 E 27th Street
Suite 21G
New York, NY 10016

Daniel D. Hamm
240 E 27th Street
Suite 21G
New York, NY 10016

The Manager may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The Manager shall hold the offices and have the responsibilities accorded to him by the members as set out in the Operating Agreement of the LLC.

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ARTICLE IX
ADDITIONAL PROVISIONS

(a) All members of the LLC shall be entitled to vote on matters relating to the LLC in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members unless as otherwise set forth in the Operating Agreement of the LLC.

(b) Management decisions shall be made by majority vote of the members in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

(c) The effective date of this limited liability company shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 12th day of April, 1999.

By: 
DONALD J. CHEVALIER, Organizer

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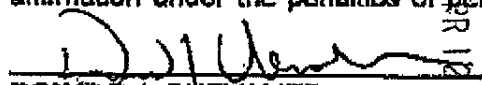
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of WIN II, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. If any, the agreed value of personal property other than cash contributed by member(s) is \$0.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.

This Affidavit has been executed in accordance with '608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


DONALD J. CHEVALIER

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STATE OF New Jersey)
COUNTY OF Rockland) ss.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Donald J. Chevalier, to me known to be the persons described in and who executed the foregoing Articles of Organization of WIN II, L.C., and they acknowledged before me that he subscribed to these Articles of Organization.

12 WITNESS my hand and official seal in the County and State named above, this day of April, 1999.


Notary Public
My Commission Expires:

PATRICIA MALLOY-BLOMBERG
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Feb. 6, 2000



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415 and 608.507, Florida Statutes, the following is submitted:

That WIN II, L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at 240 E 27th Street, Suite 21G, New York, NY 10016 has named PHILIP H. FORBES, located at c/o BUTZEL LONG, P.C. 1200 North Federal Highway, Suite 411, Boca Raton, FL 33432 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


PHILIP H. FORBES

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