



M99000001194

ACCOUNT NO. : 072100000032

REFERENCE : 316628 7183661

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 285

ORDER DATE : July 22, 1999

ORDER TIME : 10:02 AM

ORDER NO. : 316628-015

CUSTOMER NO: 7183661

200002947202--2

CUSTOMER: Alice Stokke, Esq
Win Properties Inc.
66 Field Point Road

Greenwich, CT 06830

FOREIGN FILINGS

NAME: WINKAL HOLDINGS, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

(Handwritten mark)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

BRK
8/2/99

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 RECEIVED
 99 AUG -2 AM 11:48
 99 AUG -2 AM 10:38
 THE UNITED STATES CORPORATION
 -TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 2 AM 11:48

The member or authorized representative of a member of WINKAL HOLDINGS, L.L.C.
_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ -0-;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1,343,250
(A description of the property is attached and made a part hereto.) **REAL PROPERTY**
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,343,250
(This total includes amounts from 2 and 3 above.)

Jonathan B. Kallman 7/26/99 *Managing member*
Signature of a member or an authorized representative of a member.
(In accordance with section 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.)

JONATHAN B. KALLMAN
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -2 AM 11:48

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

WINKAL HOLDINGS, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Vicki Schreiber Asst. V.P.
Vicki Schreiber (Signature) Asst, V.P.

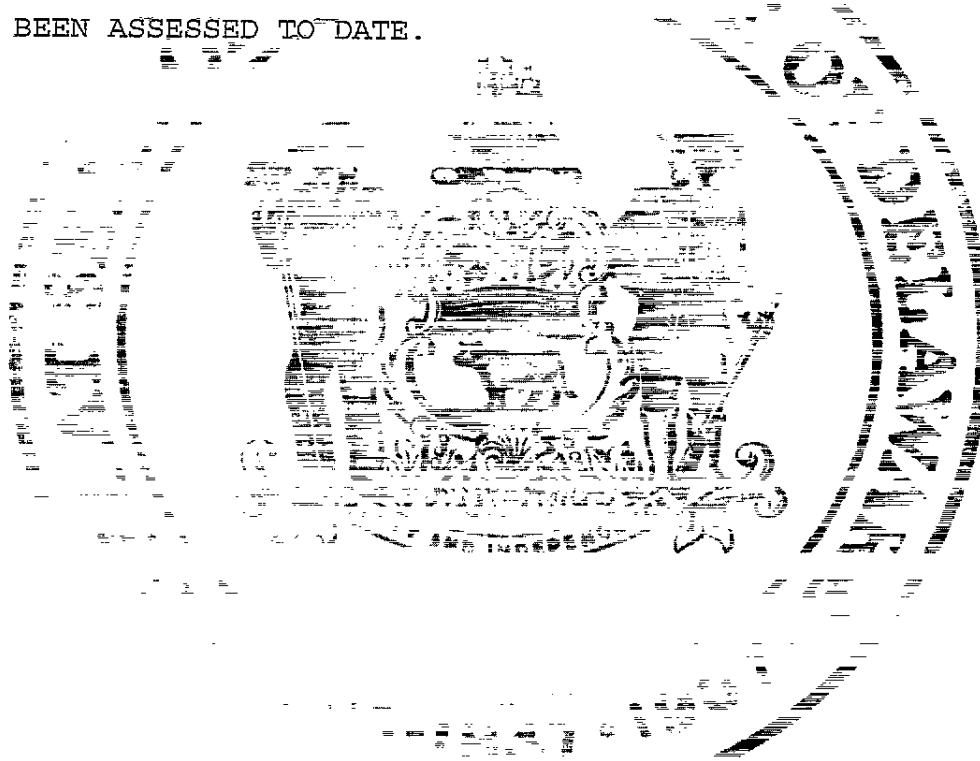
Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -2 AM 11:48

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINKAL HOLDINGS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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9889768
07-28-99



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: