

L 04000059534

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

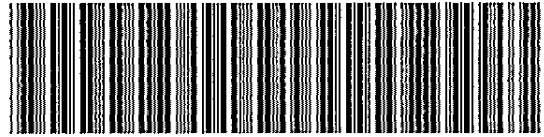
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 844880 4322384
AUTHORIZATION : Patricia Piquero
COST LIMIT : \$ 125.00

04 AUG 11 11:12 AM
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 11, 2004
ORDER TIME : 3:29 PM
ORDER NO. : 844880-005
CUSTOMER NO: 4322384
CUSTOMER: Ms. Barbara Frayle
Weil Gotshal & Manges Llp
Suite 1200
1395 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: WINDSOR CAPITAL DUO LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956
EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

WINDSOR CAPITAL DUO LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

1441 Brickell Avenue, Suite 1001

Miami, Florida 33131

Attention: Roland DiGasbarro

Mailing Address:

1441 Brickell Avenue, Suite 1001

Miami, Florida 33131

Attention: Roland DiGasbarro

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Corporation Service Company (CSC)

Name

1201 Hays Street

Florida street address (P.O. Box NOT acceptable)

Tallahassee FLORIDA 32301

City, State, and 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 as provided for in Chapter 608, Florida Statutes..

Corporation Service Company

By: Deborah D. Skipper
Registered Agent's Signature

Deborah D. Skipper
Asst. V. Pres.

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Roland DiGasbarro

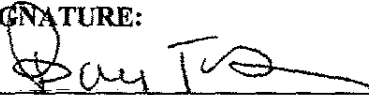
1441 Brickell Avenue, Suite 1001

Miami, FL 33131

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Barry Frank, authorized signatory

Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)