

Division of Corporations

Page 1 of 1

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PITTSBURGH GRAND HOTEL LLC

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AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
PITTSBURGH GRAND HOTEL LLC  
(a Florida limited liability company)

FIRST: The Articles of Organization of PITTSBURGH GRAND HOTEL LLC were filed with the Florida Department of State on February 3, 2006 document number L06000012337.

SECOND: The Articles of Organization of PITTSBURGH GRAND HOTEL LLC are hereby amended and restated in their entirety to read as follows:

ARTICLE I  
NAME

The name of the limited liability company is PITTSBURGH GRAND HOTEL LLC (hereinafter, the "Company").

ARTICLE II  
PRINCIPAL AND MAILING ADDRESSES

The mailing address and street address of the principal office of the Company is c/o Bharati Shah, 5600 Mariner Dr., Suite 200, Tampa, Florida 33609.

ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent is Bharati Shah, 5600 Mariner Dr., Suite 200, Tampa, Florida 33609.

ARTICLE IV  
MANAGER

The name and address of the Company's manager is:

Pittsburgh Grand Manager LLC  
c/o Bharati Shah  
5600 Mariner Dr., Suite 200  
Tampa, FL 33609

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## ARTICLE V

Members' interests in the Company shall not be considered securities governed by Article 8 of the Uniform Commercial Code of the State of Florida (Fla. Stat. Chapter 678) nor evidenced by certificates. So long as the obligations of Pittsburgh Grand Hotel Manager LLC and Pittsburgh Grand Hotel Member LLC to WHG Pittsburgh Mezz, LLC under that certain Promissory Note dated on or about June 8, 2011 in the original principal amount of \$6 million remain outstanding, the Company shall not amend the provisions of this Article V without the prior written consent of WHG Pittsburgh Mezz, LLC.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization as of the 7<sup>th</sup> day of June, 2010.

PITTSBURGH GRAND HOTEL LLC

By: 

Bharati Shah, Authorized Representative

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Pittsburgh Grand Hotel LLC at the place designated in Article III of the Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.



Bharati Shah

Dated: June 7<sup>th</sup>, 2011SECRETARY OF STATE  
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