

108000037077

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

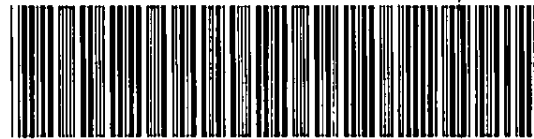
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300326503403

03/26/19--01016--015 **115.00

2019 APR 18 PM 12:41
SECRETARY OF STATE
MAIL ROOM RECEIVED

APPROVED
AND
FILED

T.S.
04/18/19

April 18, 2019

Ms. Tacarri K Glass
Florida Department of State

Via fax no. 850-245-6030- 4 pages including this one.

RE: Ref no. L08000037077- 1200 West Avenue Lessee, LLC

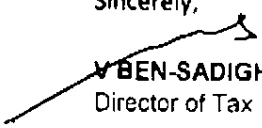
Ms. Glass,

Thank you for taking the time to speak with me this morning.

Per your request, please see attached.

Thank you and please reach out with any questions or comments.

Sincerely,


V BEN-SADIGH
Director of Tax

131 Spring Street, 4th Floor
New York, NY 10012

T +1 212 277 4156
Vered.Sadigh@sbe.com

APPROVED
AND
FILED

2019 APR 18 PM 12:41

SECRETARY OF STATE
TAMARA SHELTON

2019 APR 18 PM 12:41

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 1200 WEST AVENUE LESSEE, LLC

DOCUMENT NUMBER: L08000037077

The enclosed **Notice of Limited Liability Company Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

V BEN-SADIGH

(Name of Contact Person)

SBE

(Firm/Company)

131 SPRING STREET, 4TH FLOOR

(Address)

NEW YORK, NY 10012

(City/State and Zip Code)

For further information concerning this matter, please call:

V BEN-SADIGH at **(212)** **277-4156**

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$25 Filing Fee | <input type="checkbox"/> \$30 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$55 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$60 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|--|--|---|---|

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

2019 APR 18 PM 12:41
SECRETARY OF STATE
MAIL SERVICES DIVISION

APPROVED
AND
FILED

ARTICLES OF DISSOLUTION
FOR
A LIMITED LIABILITY COMPANY

1. The name of a limited liability company is
1200 WEST AVENUE LESSEE, LLC

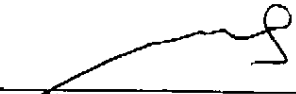
2. The Articles of Organization were filed on 04/11/2008 and assigned
document number L08000037077

3. The delayed effective date the dissolution if not effective on the date of filing: 03/06/2019
(effective date cannot be prior to or more than 90 days later than date document is received for filing)
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

4. A description of occurrence that resulted in the limited liability company's dissolution pursuant to section 605.0707, Florida Statutes, (copy 605.0707 on back cover letter).
Operations ceased and entity winded up.

5. If there are no members, enter the name and address of the person appointed to wind up the company's activities and affairs:
V. BEN-SADIGH
131 SPRING STREET, 4TH FLOOR
NEW YORK, NY 10012
TAX DEPT.

6. Signature of an authorized person or if there are no members, the signature of the person appointed and listed above to wind up the company's activities and affairs:


Signature

V. BEN-SADIGH
Printed Name

FILING FEE: \$25.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS AND BUSINESSES
2019-APR-18 PM 12:41

APPROVED
AND
FILED

Execution Version

JV ENTITY
DISSOLUTION AND WINDING UP AGREEMENT

This JV Entity Dissolution and Winding Up Agreement (this "Agreement") is made and entered into on and as of June 8, 2016 (the "Effective Date"), by and among Morgans Group LLC, a Delaware limited liability company ("Morgans"), Mondrian Miami Capital LLC, a Delaware limited liability company ("MMC"), Mondrian Miami Investment LLC, a Delaware limited liability company ("MMI") and together with Morgans and MMC the "MHG Persons", Sanctuary Avenue West LLC, a Delaware limited liability company (the "SW Person"), the Joint Venture Entities listed as signatories hereto.

Background

A. In 2008 the MHG Persons, together with the SW Person formed the Joint Venture Entities in connection with the development, financing, marketing, sales and operation of a hotel condominium project currently operated as the Mondrian Hotel in Miami, Florida and related restaurant venture, Asia de Cuba, which is no longer operating (together with all transactions and documents related such the "Joint Venture").

B. The restaurant is no longer operating and the Joint Venture entity that operated the restaurant is inactive;

C. The Joint Venture Entity that leased the ballroom of the hotel has assign all of its interest in such ballroom.

D. The Joint Venture Entity that owned the hotel has sold all of its right, title and interest in the hotel; and

E. The MHG Persons and the SW Person have determined it is in the best interests of the JV Entities, the MHG Persons and the SW Person to wind up the affairs of the Joint Venture Entities and to terminate the JV Entities' existence.

Agreement

NOW THEREFORE, in consideration of the foregoing premises and certain other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Defined Terms. Any capitalized term used but not defined in this Agreement shall have the meaning given to such term in the form of mutual release attached to this Agreement as Exhibit A.

2. Dissolution and Winding Up of the MC South Beach and 1200 West Avenue. The parties hereby agree that each of MC South Beach LLC and 1200 West Avenue Lessee LLC will be dissolved and wound up promptly after execution and delivery of this Agreement in accordance with its operating agreement and each of Morgans and MMC, is appointed liquidator and is authorized to take all actions desirable to effect such dissolutions and winding ups. Upon the completion of the winding up of an entity, the liquidator, will file a certificate of cancellation with the Secretary of State of the State of Delaware thereby cancelling the entity's certificate of formation and existence.

3. Dissolution and Winding Up of the 1100 Entities. The parties hereby agree that each of 1100 West Holdings II LLC, 1100 West Holdings LLC, and 1100 West Properties LLC (each an "1100 Entity") and together with MC South Beach LLC and 1200 West Avenue Lessee LLC, the "JV Entities")

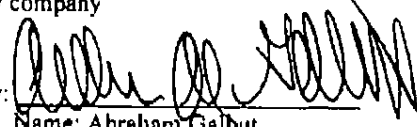
SECRETARY OF STATE
DEPARTMENT OF REVENUE
1100 WEST HOLDINGS II LLC

2019 APR 18 PM 12:41

APPROVED
AND
FILED

MC SOUTH BEACH LLC, a Delaware limited liability company

By: 1100 West Properties LLC, a Delaware limited liability company

By: 
Name: Abraham Galbut
Title: President

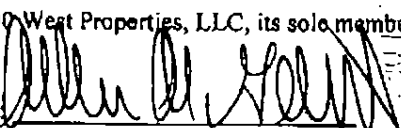
By: Morgans Group LLC, a Delaware limited liability company

By: Morgans Hotel Group Co., its managing member

By: _____
Name: Richard Szymanski
Title: Chief Financial Officer

1200 WEST AVENUE LESSEE, LLC, a Florida limited liability company

By: 1100 West Properties, LLC, its sole member

By: 
Name: Abraham Galbut
Title: President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2019 APR 18 PM 12:41

APPROVED
AND
FILED