

L950000000320

GERALD WEINBERG INC.

90 State Street  
Albany, New York 12207

Gerald Weinberg  
Lawrence A. Kirsch

Telephone (518) 463-2051  
NYS (800) 342-9858  
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April 11, 1995

Division of Corporations  
~~Annual Reports~~ 409 East Canal Street  
~~Post-Office Box 1500~~  
Tallahassee, Florida 32302

Re: BARCELO LIMITED COMPANY

200001455812  
-04/13/95--01051--025  
\*\*\*\*285.00 \*\*\*\*285.00

Enclosed herein please find the Articles for Organization for Florida Limited Liability Company for the above named entity. Please file the document and return to me a stamped filed copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$285.00, \$250.00 for the state's filing fee, and \$35.00 for the Certificate of Designation of Registered Agent/Registered office.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch

LAK/ss  
Enc.

DMC  
4/27/95

502

FILED  
95 APR 26 AM 11:55  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 18, 1995

LAWRENCE A. KIRSCH, ESQ.  
GERALD WEINBERG INC.  
90 STATE STREET  
ALBANY, NY 12207

SUBJECT: BARCELO LIMITED COMPANY  
Ref. Number: W95000008295

We have received your document for BARCELO LIMITED COMPANY and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 395A00018140

**FILED**

95 APR 26 AM 11:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

BARCELO M.B. LIMITED COMPANY

**ARTICLE II - Address:**

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

1837 FLATBUSH AVENUE  
BROOKLYN, N.Y. 11210

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be: upon filing of the Articles of Organization and shall continue until January 1, 2050.

**ARTICLE IV - Management:**

*(check and complete the appropriate statement)*

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/ are:

1. Charles Bernard Neiss c/o Neiss Management, 1837 Flatbush Avenue, Brooklyn, New York 11210
2. Jacob Neiss, c/o Neiss Management, 1837 Flatbush Avenue, Brooklyn, New York 11210
3. Sylvia Neiss, c/o Neiss Management, 1837 Flatbush Avenue, Brooklyn, N.Y. 11210

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: The vote of two thirds of the members entitled to vote shall be required to admit a person as a new member and issue such person a Membership interest in this company.

**ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be: The decision within six months of such event by vote or written consent of a majority in interest of all of the remaining members.

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Barcelo  
Limited Liability Company 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 \$ 5,000,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$                      . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 5,000,000 . This total includes amounts from 2 and 3 above.

C. B. N.

*Charles Bernard Nain*

Signature of a member or 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.)

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

**FILED**  
95 APR 26 AM 11:56  
TALLAHASSEE, FLORIDA

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

1. The name of the limited liability company is: BARCELO M.B. LIMITED COMPANY

2. The name and address of the registered agent and office is:

Brenda Garcia

(Name)

c/o DAYS INN HOTEL, 4299 COLLINS AVENUE

(P.O. Box not acceptable)

MIAMI BEACH, FLORIDA

(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.*

Brenda Garcia  
(Signature)

April 5, 1995  
(Date)