

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

222-0171
904-222-0173 FAX

19500000358



ACCOUNT NO. : 07210000032

REFERENCE : 597344 81686A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : May 11, 1995

ORDER TIME : 10:45 AM

ORDER NO. : 597344

CUSTOMER NO: 81686A

CUSTOMER: Mercedes Padin, Esq

EFFECTIVE DATE

MAY - 9 1995

DOMESTIC FILING

NAME: WYNCREST MANOR, L.C.

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Sebrana Randolph

EXAMINER'S INITIALS:

T. BROWN MAY 11 1995

300001491003
-05/17/95--01071--002
****337.50 ****337.50

RECEIVED
95 MAY 11 AM 11:45
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 MAY 11 PM 3:28
FILED

ARTICLES OF ORGANIZATION
OF
WYNCREST MANOR, L.C.,
a limited liability company

FILED
95 MAY 11 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Each undersigned individual, being either a member or the authorized representative of a member, hereby presents these Articles of Organization to the Secretary of State of the State of Florida for the formation of a limited liability company under the laws of the State of Florida.

ARTICLE I.

The name of the limited liability company is Wyncrest Manor, L.C.

EFFECTIVE DATE

MAY - 9 1995

ARTICLE II.

1. This limited liability company is to exist until December 31, 2025.
2. The existence of this limited liability company shall commence on the date these Articles are executed.

ARTICLE III.

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

Key Corporate Services, Inc.

Address of Registered Office

200 South Biscayne Boulevard
20th Floor
Miami, Florida 33131

ARTICLE IV.

The initial Operating Agreement shall be adopted by the Members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the members of the limited liability company in the manner set forth in the Operating Agreement.

ARTICLE V.

The Operating Agreement of this limited liability company contains provisions regarding:

1. The rights of the members to admit additional members and the terms and conditions of the admissions;
2. The rights of the remaining members of this limited liability company to continue the business of this limited liability company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which terminates the continued membership of a member in this limited liability company.

ARTICLE VI.

The mailing address and the street address of the principal office of this limited liability company shall be as follows:

<u>Street Address</u>	<u>Mailing Address</u>
9200 South Dadeland Boulevard Suite 609 Miami, Florida 33156	9200 South Dadeland Boulevard Suite 609 Miami, Florida 33156

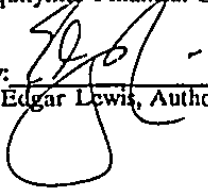
ARTICLE VII.

The business of this limited liability company is to be managed by the Members. The name and street address of the Managing Members are as follows:

<u>Name</u>	<u>Street Address</u>
Equityline Financial Group, Inc.	9200 South Dadeland Boulevard Suite 609 Miami, Florida 33156
CAPITAL HOLDING LLC, a Connecticut Limited Liability Company d/b/a Capital Holding of Connecticut, L.C.	85 Buckingham Street Hartford, Connecticut 06106

IN WITNESS WHEREOF, each individual has hereunto executed these Articles of Organization this 9th day of May 1995, at Miami, Florida.

Equityline Financial Group, Inc.

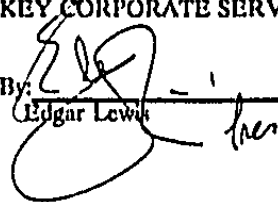
By: 
Edgar Lewis, Authorized Representative

CAPITAL HOLDING LLC

By: 
Edgar Lewis, Authorized Representative

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

KEY CORPORATE SERVICES, INC.

By:  _____
Edgar Lewis Date 5/9/95

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
WYNCREST MANOR, L.C.

STATE OF FLORIDA)
) *NOT*
COUNTY OF DADE)

BEFORE ME, the undersigned, personally appeared ROBERT E. SPIELMAN who, upon being duly sworn, certified as follows:

1. Robert E. Spielman is the authorized representative for Equityline Financial Group, Inc., a Florida corporation (the "Corporation") and for Capital Holding LLC a Connecticut limited liability company d/b/a Capital Holding of Connecticut, L.C., each of which is a member of Wyncrest Manor, L.C.

2. Wyncrest Manor, L.C. is a limited liability company which has at least two (2) members;

3. The amount of cash to be contributed by all of the members is \$ 7,500.00;

4. A description and agreed upon value of property contributed by the members is as follows:

<u>Description</u>	<u>Agreed Upon Value</u>
None	None

5. No additional cash to be contributed by any of the members.

6. A description and agreed upon value of additional property to be contributed by the members is as follows:

<u>Description</u>	<u>Agreed Upon Value</u>
None	None

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Equityline Financial Group, Inc.

Date: May 9, 1995

By:  (SEAL)
Robert E. Spielman, President

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0111 FAX

800-342-8086

L95000000358



ACCOUNT NO. : 072100000032

REFERENCE : 678379 81686A

AUTHORIZATION

COST LIMIT

Patricia Pizats

ORDER DATE : September 12, 1995

ORDER TIME : 9:46 AM

ORDER NO. : 678379

CUSTOMER NO: 81686A

600001582516

CUSTOMER: Mercedes Padin, Esq
Keith Mack Lewis Cohen &
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: WYNCREST MANOR, L.C.

FILED
95 SEP 12 PM 2:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

*OK.
per
S.P.*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

9/12

John Amend.

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

*Decreasing
Contributions.*

AMENDMENT TO ARTICLES OF ORGANIZATION OF
WYNCREST MANOR, L.C.

FILED
95 SEP 12 PM 2:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being the Members of WYNCREST MANOR, L.C., a Florida limited liability company, (the "Company") hereby amend the Company's Articles of Organization to correct the amount of the Initial Capital Contribution by each member described in the original Articles of Organization. The correct amount of such Initial Capital Contribution is \$50.00 for each member, for a total of \$100.00.

In Witness Whereof, the undersigned have signed this Amendment as of this ⁵ day of May, 1995.

originally filed
May 11, 1995 and
effective May 9,
1995,

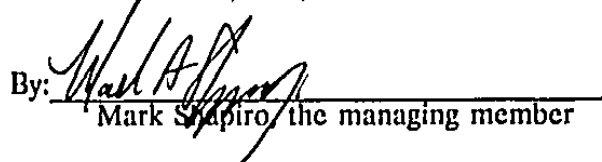
EQUITYLINE FINANCIAL GROUP, INC., a
Florida corporation, a member

By:


Robert B. Spielman, President

CAPITAL HOLDING LLC, a Connecticut limited
liability company d/b/a CAPITAL HOLDING OF
CONNECTICUT, L.C., a member

By:


Mark Shapiro, the managing member

(Acknowledgements appears on following page)

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 5th day of June, 1995, by ROBERT E. SPIELMAN, as President of EquityLine Financial Group, Inc., a Florida corporation, one of the members of WYNCREST MANOR, L.C., a Florida limited liability company, on behalf of the corporation and the limited liability company. He is (check one) personally known to me or has produced a _____ as identification.

Maria E. Vizcaino
(Signature of Person Taking Acknowledgment)

OFFICIAL NOTARY SEAL
MARIA E VIZCAINO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NB-CC-2234
MY COMMISSION EXPIRES DEC. 13, 1998

(Name of Acknowledger Typed, Printed or Stamped) (Title or Rank)
(Serial Number, if any)

Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8th day of August, 1995, by MARK SHAPIRO, as managing member of CAPITAL HOLDING LLC., a Connecticut limited liability company, d/b/a Capital Holding of Connecticut, the other member of WYNCREST MANOR, L.C., a Florida limited liability company, on behalf of the limited liability companies. He is (check one) personally known to me or has produced a _____ as identification.

M. A. Kroll
(Signature of Person Taking Acknowledgment)



SHELLEY A. KROLL
(Name of Acknowledger Typed, Printed or Stamped)
Commissioner of Sup. Ct. (Title or Rank)
(Serial Number, if any)

Notary Public, State of Florida

My Commission Expires:

2nd NOTICE:

Limited Liability Company Will Be Dissolved On Or After August 21, 1996, If Dissolved, Minimum Amount Due To Reinstato: \$730.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	<p style="font-size: 24px; font-weight: bold; margin: 0;">FILED</p> <p style="font-size: 18px; margin: 0;">36 JUN -6 PM 12: 00</p> <p style="margin: 0;">SECRETARY OF STATE TALLAHASSEE, FLORIDA</p>
FILING FEE \$ 203.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$75.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company WYNCREST MANOR, L.C. 9200 S. DADELAND BLVD. SUITE 609 MIAMI FL 33156		DOCUMENT # L95000000358 1a. Principal Place of Business Address 9200 S. DADELAND BLVD. SUITE 609 MIAMI FL 33156	
2. Principal Place of Business 9200 S. DADELAND BLVD. Suite, Apt. #, etc. SUITE 500 City & State MIAMI FL Zip 33156		2a. Mailing Address 9200 S. DADELAND BLVD. Suite, Apt. #, etc. SUITE 500 City & State MIAMI FL Zip 33156	
3. Date Organized or Qualified 05/09/1995		3b. State of Formation FL	
4. FEI Number 58-2181347		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> \$175 Additional Fee Required	
7. Name and Address of Current Registered Agent KEY CORPORATE SERVICES, INC. 200 S. BISCAYNE BLVD. 20TH FLOOR MIAMI FL 33131		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City STATE OF FLORIDA -06/12/96--01120--012 Zip Code FL	
9. Pursuant to the provisions of Sections 608.410 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. Thereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
(Reg. Agent or Existing Agent) (R3) (Registered Agent signature and when registering)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	EQUITYLINE FINANCIAL G	9200 S. DADELAND BLVD., SU	MIAMI FL
MGRM	CAPITAL HOLDING LLC ,	85 BUCKINGHAM STREET	HARTFORD CT
			
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE _____		ROBERT E. SPIELMAN	6/4/96 305-670-9700
(Signature of Registered Agent or Existing Agent) (R3) (Registered Agent signature and when registering)		Date	Daytime Phone #