

2-1537

Document Number Only

L96000000357

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

RECEIVED
FEB 29 1994
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

FILED
FEB 29 PM 1:34
TALLAHASSEE, FLORIDA

Star Island Enterprises, L.L.C.

☒ Profit
☐ NonProfit
☒ Limited Liability Company
☐ Foreign

☐ Amendment
☐ Merger
☐ Dissolution/Withdrawal
☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy

☐ Annual Report
☐ Reservation
☐ Photo Copies

☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ OUS/ G/S

☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call If Problem
☐ Will Wait
☐ After 4:30
☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

3/29/94

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DIVISION OF CORPORATION

CR2E031 (1-89)

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

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is:

Star Island Enterprises, L.L.C.

ARTICLE II - Address

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

Street Address: 16-19 W. Star Island Drive
Miami Beach, Florida 33139

Mailing Address: Same

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Leona M. Helmsley
c/o Helmsley Enterprises, Inc.
230 Park Avenue
New York, New York 10169

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VI - Registered Office

The street address of the initial registered office of the Limited Liability Company is:

c/o CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

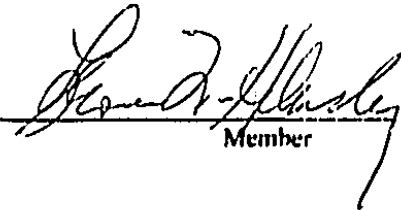
ARTICLE VII - Admission of Additional Members

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be upon the consent of the manager and the consent of members holding a majority interest.

ARTICLE VIII - Members' Rights to Continue Business

The right 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 upon the consent of members holding a majority interest.

March 28, 1996
Date


Member

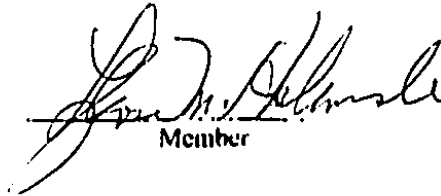
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of Star Island Enterprises, L.L.C.

deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$13,000,000.
3. If any, the agreed value of property other than cash contributed by members is \$ N/A. 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 members is \$28,000,000. This total includes amounts from 2 and 3 above.

my@tel 88, 1996
Date


Member

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

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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 **Star Island Enterprises, L.L.C.**
2. The name and address of the registered agent and office is:

**CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324**

I having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes. 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.

CT CORPORATION SYSTEM

By: Connie Bryan

Name: **CONNIE BRYAN**
Title: **SPECIAL ASSISTANT SECRETARY**

L96 000000351

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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97 MAR 14 PM 2:13
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Star Island Enterprises Inc. L96-0351
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 3/14

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

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97 MAR 14 AM 11:21
DIVISION OF CORPORATION

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|---------------------------------------|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

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****105.00 ****105.00

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

N. HENDRICKS MAR 14 1997

Examiner's Initials

CERTIFICATE OF AMENDMENT
to the Articles of Organization of
Star Island Enterprises, L.L.C.

FILED
97 MAR 14 PM 2:13
TALLAHASSEE, FLORIDA

Star Island Enterprises, L.L.C., a Florida Limited Liability Company (the "Limited Liability Company"), having filed its Articles of Organization at the office of the Secretary of State of Florida on March 29, 1996, and pursuant to Section 608.411 of the Florida Statutes hereby amends its Articles of Organization as indicated below.

The text of ARTICLE IV, entitled "Management" is hereby amended to read as follows:

"The Limited Liability Company is to be managed by its members and the name of each of the initial members is as follows:

Leona M. Helmsley
Helmsley Enterprises, Inc.

The name and address of the managing member is:

Leona M. Helmsley
c/o Helmsley Enterprises, Inc.
230 Park Avenue
New York, NY 10169."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as of the thirteenth day of March, 1997.

HELMSLEY ENTERPRISES, INC.,
As member of the Limited Liability Company

By: B.H. Regan, Jr.
Name: RAY / AQUINO
Title: PRESIDENT