

19600000994

9-17-96

Requester's Name  
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City State ZIP Phone  
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VALIDATION ONLY

2000101956582  
+03/25/96--01062--015  
+++346.25 +++346.25

CORPORATION(S) NAME

Winter Holding Company, Inc - L.C.

FILED  
96 SEP 20 PM 3: 9  
TALLAHASSEE, FLORIDA  
96 SEP 6 PM 9: 13

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|--|---|--|
| <input type="checkbox"/> Profit                    | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                            |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Mark                              |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report      | <input checked="" type="checkbox"/> Other LLC              |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Change of Registered Agent        |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies       | <input checked="" type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready    | <input type="checkbox"/> After 4:30                        |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Call If Problem    | <input type="checkbox"/> Mail Out                          |
| <input type="checkbox"/> Will Wait                 | <input checked="" type="checkbox"/> Pick Up |  |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
WP Verifier

AB 9/20

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 18, 1996

EMPIRE

TALLAHASSEE, FL

SUBJECT: WITNER HOLDING COMPANY, INC. L.C.  
Ref. Number: W96000019641

We have received your document for WITNER HOLDING COMPANY, INC. L.C. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of a Limited Liability Company must end with the words "limited company", or their abbreviation "L.C." "L.L.C." is not an acceptable suffix in the state of Florida. Please note the periods as punctuation must be included in the suffix.

The suffix INC., must be deleted from the corporate name.

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) 487-6926.

Teresa Brown  
Corporate Specialist

Letter Number: 996A00043198

ARTICLES OF ORGANIZATION  
OF  
WITNER HOLDING COMPANY, L.L.C.

FILED  
96 SEP 20 PM 3:19  
TALLAHASSEE, FLA.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Witner Holding Company, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be One Dattran Center; Suite 404; 9100 South Dadeland Boulevard; Miami, Florida 33156.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall terminate not later than 2030, unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Barry Ressler; One Dattran Center; Suite 404; 9100 South Dadeland Boulevard; Miami, Florida 33156.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the

company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law of these articles of organization. The name and address of the initial manager of the company is Barry Ressler; One Datan Center; Suite 404; 9100 South Dadeland Boulevard; Miami, Florida 33156.

OR

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME	ADDRESS
<u>YVES WITNER</u>	<u>630 S.W. 1st Ave. Miami, Fla.</u> 33132
<u>BRIGITTE WITNER</u>	<u>630 S.W. 1st Ave. Miami, Fla.</u> 33132

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Miami, Florida, on this 16th day of September, 1976.

Barry Ressler  
BARRY RESSLER, ORGANIZER

STATE OF FLORIDA  
COUNTY OF DADE

Barry Ressler  
BARRY RESSLER, APPLICANT

Sworn to and subscribed before me this <sup>12th</sup> 16th day of September,  
1996, by BARRY RESSLER, personally known or who produced  
identification.

Identification produced personally known

Janis Barnett  
NOTARY PUBLIC  
STATE OF FLORIDA

OFFICIAL NOTARY SEAL  
JANIS BARNETT  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC42263  
MY COMMISSION EXP. DEC. 28, 1998

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

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:

WITNER HOLDING COMPANY, L.L.C.

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

Barry Ressler

(Name)

One Datran Center, Suite 404, 9100 S. Dadeland Blvd.  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, FL 33156

(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.*

Barry Ressler  
(Signature)

9/17/96  
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

# ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Witner Holding Company, L.L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Barry Ressler  
BARRY RESSLER  
Registered Agent

FILED  
96 SEP 20 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION**

The undersigned member or authorized representative of a member of Witnor Holding Company, 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 member is \$900,000.00.
3. The total amount of cash or property anticipated to be contributed by members is \$900,000.00. This total includes amounts from 2 and 3 above.

**THE AFFIANT SAYS NOTHING FURTHER**

Dated: September 17, 1996

Barry Ressler  
BARRY RESSLER

STATE OF FLORIDA  
COUNTY OF DADE

Sworn to and subscribed before me this 17th day of September, 1996, by BARRY RESSLER, personally known or who produced identification.

Identification produced Personally known

Janis Barnett  
NOTARY PUBLIC  
STATE OF FLORIDA

