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## Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

WINDSOR HOLLYWOOD, LLC

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY  
AND AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

**ARTICLE I - NAME**

The name of the Limited Liability Company is:

**WINDSOR HOLLYWOOD, LLC**

**ARTICLE II - ADDRESS**

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

**WINDSOR HOLLYWOOD, LLC  
c/o Frederick K. Mehlman  
J.R.D. Management Corp.  
875 Mamaroneck Avenue  
Mamaroneck, NY 10543**

**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 a Manager. The Manager shall be Wiener Family Partnership, a New York general partnership, and shall serve as the Manager until the first annual meeting of Members and until its successors are elected and qualify. The address of the manager is:

**Wiener Family Partnership  
c/o Frederick K. Mehlman  
J.R.D. Management Corp.  
875 Mamaroneck Avenue  
Mamaroneck, NY 10543**

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS**

Members may admit additional Members upon unanimous consent of all The Members.

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**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:


**WINDSOR HOLLYWOOD, LLC**

2. The name and the Florida street address of the Registered Agent are:

**Ross H. Manella, Esq.  
Ross H. Manella, P.A.  
2500 Hollywood Boulevard  
Suite 212  
Hollywood, Florida 33020**

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.

Dated this 26 day of July, 1999,

  
\_\_\_\_\_  
**ROSS H. MANELLA, ESQ.,**  
Registered Agent

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**ARTICLE VI - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned Member or authorized representative of a Member of WINDSOR HOLLYWOOD, LLC certifies:

1. The above named Limited Liability Company has at least one (1) Member.
2. The total amount of cash contributed by the Member is \$ 7,500,000.00.
3. If any, the agreed value of the property other than cash contributed by the Member is: N/A.
4. The total amount of cash and property contributed and anticipated to be contributed by the Member is \$ 7,500,000.00.

WIENER FAMILY PARTNERSHIP,  
a New York general partnership,  
Manager and Sole Member

By: Frederick K. Mehlman  
FREDERICK K. MEHLMAN as Trustee  
under Trust dated 12/96 f/b/o  
Robert R. Wiener, Managing Partner

(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)

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