

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM  
Account Number : PCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
MP WINDERMERE GP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MP WINDERMERE GP, LLC  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed Affidavit by Foreign Limited Liability Company to Change Manager(s) or Managing Member(s) and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nate Richman

Name of Person

Rinaldi, Finkelstein & Franklin, LLC

Firm/Company

591 W. Putnam Avenue

Address

Greenwich, CT 06830

City/State and Zip Code

nrichman@starwood.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nate Richman at (203) 422-7769

Name of Person

Area Code and Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

\$25 Filing Fee

\$30 Filing Fee &  
Certificate of Status

\$55.00 Filing Fee &  
Certified Copy

\$60 Filing Fee,  
Certificate of Status &  
Certified Copy

**AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY  
TO CHANGE MANAGER(S) OR MANAGING MEMBER(S)**

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: MP WINDERMERE GP, LLC
2. This entity was formed under the laws of: Ontario
3. This entity was authorized to transact business in Florida on 04/19/2012 and its Florida document/registration number is M1200002225
4. The name and address of each manager or managing member is as follows:

**Title:**  
 "MGR" = Manager  
 "MGRM" = Managing Member

**Name and Address:**

<u>MGRM</u>	<u>MP Master Holdings, L.P.</u> <u>591 West Putnam Avenue</u> <u>Greenwich, CT 06830</u>
<u>Senior VP</u>	<u>James Kane</u> <u>400 Galleria Parkway, Suite 1450</u> <u>Atlanta, GA 30339</u>
<u>Senior VP</u>	<u>Robert Galmer</u> <u>400 Galleria Parkway, Suite 1450</u> <u>Atlanta, GA 30339</u>
_____	_____
_____	_____
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Required Signature: /s/ Jerome C. Silvey, as authorized representative of Managing Member  
Signature of Manager, Managing Member or Member

Filing Fee: \$25