

Document Number Only

M98000000426

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

200002503892--6
-04/28/98--01106--019
*****285.00 *****285.00

200002503892--6
-04/28/98--01106--020
*****8.75 *****8.75

Wynnton Management Sub, LLC

W98000009510

☐ Profit
☐ NonProfit
☒ Limited Liability Co.
☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Name Registration
☐ Fictitious Name

☐ Other
☐ Change of S.A.
☐ UCC

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

APR 28 1998

Thanks,
Jeff

File First

3K

4/28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 2:54
90 APR 29 PM 1:53
RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: WYNNNTON MANAGEMENT SUB, LLC
Ref. Number: W98000009510

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We have received your document for WYNNNTON MANAGEMENT SUB, LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include a BRIEF DESCRIPTION of the property listed on the AFFIDAVIT. Please note that this description can be VERY BRIEF.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 198A00023070

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98 APR 29 PM 2:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA:

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DIVISION OF CORPORATIONS
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1. Wynnton Management Sub, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)
2. Georgia
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. Applied For
(FEI number, if applicable)
4. April 23, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist
or "perpetual")
6. April 24, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 1430 Wynnton Road
Columbus, Georgia 31906
(Street address of principal office)
8. List and indicate in title space provided the name, title, and business address of each managing
member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Wynnton Capital Partners, L.P.

MGRM

1430 Wynnton Road

Columbus, Georgia 31906

B98000000272

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of Wynnton Management
Sub, LLC 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(s) is \$ 1.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 68,752.00. 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 member(s) is
\$ 68,753.00. This total includes amounts from 2 and 3 above.

Wynnton Capital Partners, L.P.

By: Wynnton International, Inc.

By: 

Robert M. Schiffman, President

Signature of a member or authorized representative of a member.
(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.)

Filing Fee: \$52.50 for Affidavit

Wynnton Management Sub, LLC**3) Description of Property Contributed by Member:**

Novus Real Estate Brokers, Ltd., Interest (50%)
Cypress Center Management Contract
Personal Property (fixed assets)
Intangible Property (including good will)
Tarkow Transferred Interest (49%)

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64

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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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. The name of the limited liability company is: Wynnton Management Sub, LLC

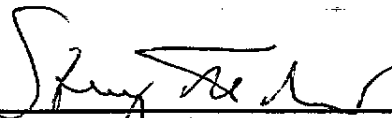
2. The name and address of the registered agent and office is:

Stanley A. Tarkow, Esq.
(Name)

Wynnton Group, Inc.
511 Bay Street, Suite 410
(P.O. Box not acceptable)

Tampa, Florida 33606
(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.



Stanley A. Tarkow (Signature)

4-24-98

(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981140079
CONTROL NUMBER : 9815713
DATE INC/AUTH/FILED: 04/23/1998
JURISDICTION : GEORGIA
PRINT DATE : 04/24/1998
FORM NUMBER : 211

ANN MINGLEDORFF
KING & SPALDING
191 PEACHTREE ST.
ATLANTA, GA 30303

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CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

WYNNTON MANAGEMENT SUB, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State