

MAY-16-2005 11:33PM

FROM: ADORNO & YOSS, P.A.

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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**WINDSOR CAPITAL MIRAMAR, LLC**

|                       |          |
|-----------------------|----------|
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
WINDSOR CAPITAL MIRAMAR, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

**ARTICLE I  
NAME**

The name of this limited liability company is WINDSOR CAPITAL MIRAMAR, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is 445 Grand Bay Dr., Unit 1002, Key Biscayne, Florida 33149.

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of the Company is Roland DiGasbarro, 445 Grand Bay Dr., Unit 1002, Key Biscayne, Florida 33149.

**ARTICLE IV  
MANAGEMENT**

The Company shall be a Member-Managed entity. The manager shall be Roland DiGasbarro.

**ARTICLE V  
BUSINESS**

The business of the Company is solely to (a) own limited liability company interests in Village at Park Shore, LLC and (b) do any and all other acts or things that may be incidental or necessary to carry on the business of the Company as described in clause (a) above. The

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Company is not authorized to and shall not engage in any business other than as described in this Article V.

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The undersigned executed these Articles of Organization on this 11th day of May, 2005.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Authorized Representative of the Members:

(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.)



\_\_\_\_\_  
Roland DiGasbarro

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 Capital Miramar, LLC

2. The name and the Florida address of the registered agent are:

Roland DiGasbarro  
445 Grand Bay Dr., Unit 1002  
Key Biscayne, Florida 33149

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.



\_\_\_\_\_  
Roland DiGasbarro

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