



THE UNITED STATES  
CORPORATION  
COMPANY

L010000000/38

ACCOUNT NO. : 072100000032

REFERENCE : 952468 79823A

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : January 3, 2001

ORDER TIME : 2:45 PM

ORDER NO. : 952468-005

CUSTOMER NO: 79823A

CUSTOMER: Ms. Linda J. Wilcox  
Richards Gilkey Fite Slaughter  
Pratesi & Ward, Pa  
1253 Park Street

Clearwater, FL 33756

DOMESTIC FILING

NAME: SCALA HOTEL GROUP, LLC

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

*Patricia Pysyk*

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

SCALA HOTEL GROUP, LLC

The undersigned hereby certifies that they have formed a limited liability company under the laws of the State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be SCALA HOTEL GROUP, LLC.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

10826 U.S. 19 North  
Port Richey, Florida 34668

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by the operating agreement adopted by the Members of the limited liability company.

ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V

General Powers

The limited liability company shall have all those powers set forth in the Florida Statutes.

ARTICLE VI

Registered Office and Registered Agent

The street address of the limited liability company's registered office is 1253 Park Street, Clearwater, FL 33756 and the

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initial registered agent at such address is Emil G. Pratesi. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

#### ARTICLE VII

##### Initial Capital Contributions

The total amount of cash, and the description and agreed value of property other than cash initially contributed to the limited liability company, is described on the attached Exhibit "A", which is made a part hereof by this reference.

#### ARTICLE VIII

##### Additional Contributions

Additional contributions, if any, will be made by the Members as provided in the operating agreement adopted by the Members.

#### ARTICLE IX

##### Management

The management of the limited liability company shall be vested in the Members. The Members shall have the powers granted to them in the operating agreement. The initial Members are Santo Scala at 8924 Planters Lane, New Port Richey, Florida 34654, Coradina Scala, 8924 Planters Lane, New Port Richey, Florida 34654, Alex Scala at 8924 Planters Lane, New Port Richey, Florida 34654, and Mary Grace Scala at 60 Orchid Croft Crescent, Downsview, Ontario, Canada M3J1S8.

#### ARTICLE X

##### Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of the majority of the remaining Member's interests. Notwithstanding the death,

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retirement, resignation, expulsion or bankruptcy of a Member, all contracts authorized by the limited liability company and executed by such Member in his or its representative capacity shall survive and shall inure to the benefit of the limited liability company.

#### ARTICLE XII

##### Restrictions on Membership

No new Members shall be admitted to the limited liability company without the prior consent of a majority of the existing Member's interests. Contributions required of new Members shall be determined as of the time of their admission to the limited liability company. A Member's interest in the limited liability company may not be sold or otherwise transferred except in compliance with the operating agreement of the limited liability company. Additional restrictions and conditions on membership may be set forth in said operating agreement adopted by the Members.

#### ARTICLE XIII

##### Operating Agreement.

The Members of the limited liability company shall adopt an operating agreement which shall pertain to the management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the Members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

#### ARTICLE XIII

##### Acknowledgment

The undersigned, being two of the Members of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of SCALA HOTEL GROUP, LLC. These Articles of Organization may be amended from time to time by the Members in the manner now or hereafter prescribed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 28 day of December, 2000

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Santo Scala  
Santo Scala  
Coradina Scala  
Coradina Scala  
Dated: 12/25/00

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to take acknowledgements, Santo Scala who is personally known to me or who has produced his as identification, and she is the person described in and who executed the foregoing Articles of Organization of SCALA HOTEL GROUP, LLC, and she acknowledged then and there before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of December, 2000.



GEORGE C. PSETAS  
Notary Public, State of Florida  
My Commission Expires June 19, 2001  
No. CC057382

George C. Psetas  
Name: \_\_\_\_\_  
Notary Public  
Commission No. \_\_\_\_\_  
My Commission expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to take acknowledgements, Coradina Scala, who is personally known to me or who has produced his as identification, and he is the person described in and who executed the foregoing Articles of Organization of SCALA HOTEL GROUP, LLC, and he acknowledged then and there before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of December, 2000.



GEORGE C. PSETAS  
Notary Public, State of Florida  
My Commission Expires June 19, 2001  
No. CC057382

George C. Psetas  
Name: \_\_\_\_\_  
Notary Public  
Commission No. \_\_\_\_\_  
My Commission expires: \_\_\_\_\_

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EXHIBIT "A"  
TO  
ARTICLES OF ORGANIZATION  
FOR  
SCALA HOTEL GROUP, LLC

Initial Contribution:

The initial contribution to the capital of SCALA HOTEL GROUP, LLC by its members is as follows:

<u>Member</u>	<u>Cash, Property or other value</u>
Santo Scala and Coradina Scala	\$1,189,000.00
Alex Scala	-0-
Mary Grace Scala	-0-
TOTAL	<u>\$1,189,000.00</u>

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

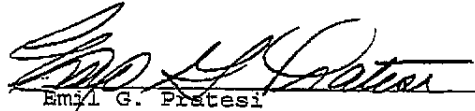
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:  
SCALA HOTEL GROUP, LLC
2. The name and address of the registered agent  
and office is:

Emil G. Pratesi, Esquire  
Richards, Gilkey, Fite,  
Slaughter, Pratesi & Ward, P.A.  
1253 Park Street  
Clearwater, Florida 33756

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 obligation of my position as registered agent.

Dated this 3 day of Jan, 2001.

  
Emil G. Pratesi

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