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Fort Myers, Florida 33919

(941) 277-6222

Please reply to our Cape Coral Office

WILLIAM M. POWELL also Admitted in the District of Columbia  
PHILIP STEINBERG

October 11, 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300003425813--4  
-10/25/00--01064--004  
\*\*\*\*\*55.00 \*\*\*\*\*55.00

Re: *Can-Am Hospitality, LLC - Articles of Organization*  
*Service Growth Consultants, Inc. - Articles of Incorporation*  
*Idea Creation Solutions, Inc. - Articles of Incorporation*

Dear Sir/Madam:

Enclosed please find herewith a check in the amount of \$210.00 and the Articles of each of the above-referenced corporations to be filed. Upon completion of filing, please fax a conformation of same to me.

If you have any questions or need any additional information concerning this matter, please contact me.

Very truly yours,

300003425813--4  
-10/16/00--01087--006  
\*\*\*\*\*210.00 \*\*\*\*\*70.00

WILLIAM M. POWELL

*William M. Powell*

William M. Powell

Signed in his absence to avoid delay.

WMP/nab  
Enclosures

cc: Client

Medical Malpractice Personal Injury Wrongful Death Civil Rights Family Law Government Law  
Corporations Construction Liens Land Use & Development Law Criminal Law



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 19, 2000

WILLIAM POWELL  
POWELL & STEINBERG, P.A.  
3515 DEL PRADO BLVD., SUITE 101  
CAPE CORAL, FL 33904

SUBJECT: CAN-AM HOSPITALITY, LLC  
Ref. Number: W00000025267

We have received your document for CAN-AM HOSPITALITY, LLC and check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$55.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 200A00054830

NOV OCT 25 PM 5: 00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF ORGANIZATION**

**OF**

### **CAN-AM HOSPITALITY, LLC**

The undersigned, being the incorporator of Can-Am Hospitality, LLC, a Florida limited liability company (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

#### **ARTICLE I. COMPANY NAME**

The name of this Company is, Can-Am Hospitality, LLC.

#### **ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

#### **ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

c/o Neelam & Maynk Toprani  
1006 Rosery Road  
NW Largo, Florida 33770

#### **ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

c/o Neelam & Maynk Toprani  
1006 Rosery Road  
NW Largo, Florida 33770

#### **ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

William M. Powell, Esquire  
Powell & Steinberg, P.A.

FILED  
00 OCT 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3515 Del Prado Boulevard, Suite 101  
Cape Coral, Florida 33904  
(941) 540-3333

#### **ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company in attendance at a duly called meeting of the members of the Company at which a quorum exists or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members of the Company, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members of the Company may from time to time determine in their sole discretion.

#### **ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

#### **ARTICLE VIII. DISSOLUTION OF COMPANY**

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 Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company, which vote

is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company, and so long as there remains not less than two (2) members of the Company.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE IX. MANAGER

The Company shall be managed by two co-managers. The name and address of the initial co-managers is set forth below. The initial co-managers shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify.

### Initial Managers

### Address

Service Growth Consultants, Inc., a Florida Corporation, c/o Neelam & Maynk Toprani,  
1006 Rosery Road., N.W. Largo, Florida 33770

Idea Creation Solutions, Inc., a Florida Corporation, c/o Neelam & Maynk Toprani,  
1006 Rosery Road., N.W. Largo, Florida 33770

## ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Regulations then in existence.

## ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

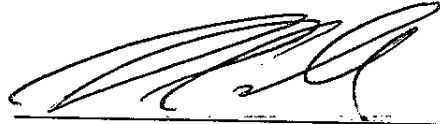
Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

## ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members of the Company and which states that it may only be amended, altered or repealed by the members of the Company, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

IN WITNESS WHEREOF, the incorporator of the Company have executed the foregoing Articles of Organization this 11<sup>th</sup> day of October, 2000.

By:



**WILLIAM M. POWELL**  
**INCORPORATOR**

FILED

09 OCT 25 PM 5:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the  
Florida Limited Liability Company Act:

Having been appointed registered agent of Can-Am  
Hospitality, LLC in its Articles of Organization, at the place  
designated in such Articles of Organization, the  
undersigned hereby agrees to act in this capacity and  
affirms that he is familiar with, and accepts, the obligations  
of such position.

Dated this 11<sup>th</sup> day of October, 2000.

By:



**WILLIAM M. POWELL  
INCORPORATOR**

FILED  
00 OCT 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA