



THE UNITED STATES
CORPORATION
COMPANY

L01000000/839

ACCOUNT NO. : 072100000032

REFERENCE : 989900 7194225

AUTHORIZATION :

Patricia Pignata

COST LIMIT : \$ 155.00

ORDER DATE : February 5, 2001

ORDER TIME : 10:42 AM

ORDER NO. : 989900-005

CUSTOMER NO: 7194225

CUSTOMER: Suzanne J. Walker, Legal Asst
Whittemore & Manelli, P.a.

300003633343--0

Park Tower, Suite 2630
400 North Tampa Street
Tampa, FL 33602

DOMESTIC FILING

NAME: SCILLA MOTEL, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

RECEIVED
FEB -5 PM 12:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2501
FEB -5 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Articles of Organization

for

Scilla Motel, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Scilla Motel, LLC. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 3833 Gulf Boulevard, St. Pete Beach, Florida 33706.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- PURPOSE

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the laws of the State of Florida.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Dennis E. Manelli, Esquire, Whittemore & Manelli, P.A., 400 North Tampa Street, Suite 2630, Tampa, Florida 33602.

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FLORIDA

ARTICLE VI -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of the remaining member(s).

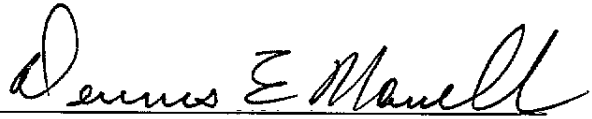
ARTICLE VIII -- MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and address of the members of the Company are

NAME	ADDRESS
Antonio Bueti	3855 Gulf Boulevard St. Pete Beach, Florida 33706
Francesca Bueti	3855 Gulf Boulevard St. Pete Beach, Florida 33706

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as authorized representative of Antonio Bueti and Francesca Bueti, has made and subscribed these Articles of Organization at Tampa, Florida, on this 1st day of February, 2001

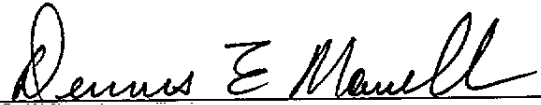


Dennis E. Manelli
Authorized Representative

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Scilla Motel, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



DENNIS E. MANELLI
Registered Agent

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