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Corporate Records Bureau
Division of Limited Liability Companies/corporations
New Filings
Department of State
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Tallahassee, FLA 32301

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Re: SKOOCENIL, L.L.C.

September 14, 2001

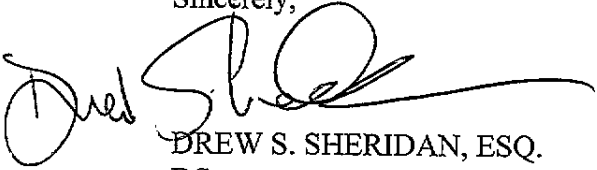
Dear Sir or Madam:

L01-15969

Please find enclosed Articles of Organization for SKOOCENIL, L.L.C., and my check for \$100 filing fee and \$25 designation of registered agent and \$5 certificate of status. Please file articles for record and return certificate of status to me at above address.

Thank you for your kind attention to this matter.

Sincerely,



DREW S. SHERIDAN, ESQ.
DS:mp
encl

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ARTICLES OF ORGANIZATION OF SKOOCENIL, L.L.C.

The undersigned subscribers to these Articles of Organization of SKOOCENIL, L.L.C. , a natural person competent to contract, hereby form a limited liability company for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Limited Liability Company is SKOOCENIL, L.L.C..

ARTICLE II - DURATION

Section 2.01. This Limited Liability Company shall exist for a duration of thirty (30) years from the date of execution of these Articles.

Section 2.02. This Limited Liability Company shall continue to exist and conduct its business despite the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or of the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE III - PURPOSE

Section 3.01. Purposes. The purposes for which this Limited Liability Company is organized are as follows:

- a. To engage in the restaurant business.
- b. To engage in the transaction of any and all business permitted under the laws of the State of Florida and of the United States.
- c. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Organization.

Section 3.02. Powers. The Limited Liability Company, subject to any specific written limitations or restrictions imposed by the Limited Liability Company Laws of the State of Florida or by these Articles of Organization, shall have and exercise the following powers:

- a. To have and to exercise all the powers specified under the Florida Limited Liability Company Act.
- b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interests in real and personal property of any nature or kind.
- c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons firms, associations, or corporations, or, to such extent as a limited liability company organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock of, or shares or securities interests in, any general or limited partnership, limited liability company, association, corporation, trust, syndicate, or other firm or entity; and to a like extent in connection therewith, to make contracts, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.
- d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest,

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contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.

e. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the limited liability company created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

Section 3.03. Conducting Business in Other Jurisdictions. The Limited Liability Company may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 3.04. Carrying Out Purposes and Powers. The Manager or Managers, subject to any specific written limitation or restriction imposed by the Limited Liability Company Laws of the State of Florida or by these Articles of Organization, shall direct the carrying out of the purposes and exercise the powers of the Limited Liability Company without previous authorization or subsequent approval of the members of the Limited Liability Company.

ARTICLE IV - CAPITAL

Section 4.01. Capital Contribution. The total amount of cash and property contributed to this Limited Liability Company is \$150,000 Dollars.

Section 4.02. Additional Capital Contributions. No additional capital contributions shall be required of the initial members herein.

Section 4.03. Consideration. Authorized capital contributions may be paid for in cash or property at a just value to be fixed by the Managers of this Limited Liability Company at any regular or special meeting but shall not consist of services.

ARTICLE V - REGULATION OF INTERNAL AFFAIRS

Section 5.01. The Limited Liability Company shall be controlled and managed by one manner or Managers, and therefore is a manager - managed company. The Manager herein named or hereafter elected by the Member(s) by majority voted of the Member(s) at any meeting of the Member(s) annually on February 1st or otherwise from time to time at such time as the Member(s) may decide by majority vote.

Section 5.02. The Member(s) may adopt Bylaws or Regulations governing this Limited Liability Company. The power to alter, amend, or repeal the Bylaws or Regulations or to adopt new Bylaws or Regulations shall be vested in the Members. The Bylaws or Regulations may contain any provisions for the regulation and management of the Limited Liability Company not inconsistent with the Limited Liability Company Laws of the State of Florida or of these Articles of Organization.

Section 5.03. Transactions with Managers. Any contract or other transaction between the Limited Liability Company and any firm, organization or corporation of which one or more of the Managers are members, employees, shareholders, directors, or officers, or in which they have an

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time to time by the By-Laws or Regulations, but shall never be less than one. The Managers need not be residents of the State of Florida or Members of the Limited Liability Company.

ARTICLE IX - MEMBERS

Section 9.01. The initial Members of the Limited Liability Company and their respective ownership, voting control interests, and capital contribution in the Limited Liability Company shall be as follows:

	percentage ownership, voting control, capital contribution
JOSEPH S. CANLAS of 210 23rd Street S. Miami Beach, Florida 33140	100%

Section 9.02. Profits. The Members shall be entitled to receive, when and as declared by the majority vote of the Managers or Members distributions of profits and capital payable either in cash or property in proportion to their stated percentage ownership interest, irrespective of capital contribution.

Section 9.03. New Members. The Limited Liability Company shall admit no new Members without the unanimous vote of the existing Members.

Section 9.04. Discontinuance of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy, incarceration for more than 90 days, unexplained disappearance or absence without response to reasonable notice by the Company for 180 days, legal incompetency for more than 90 days, or dissolution of a member, or of the occurrence of any other event which terminates the continued membership of a member in the Company, such Membership shall be deemed terminated upon the unanimous vote of the remaining Members for cause or upon written notice by such Member. In such event the Limited Liability Company shall distribute to such Member, his or her successors, heirs, assigns or legal representatives, such member's capital contribution, plus percentage ownership of retained earnings, plus the percentage ownership of the net profits of the Company for the year in which the membership was terminated within one year of the date of notice by such Member or the vote of the remaining Members. Upon payment thereof, the Company shall have no further liability to such discontinued or terminated Member.

ARTICLE X- CONTROL

Section 10.01. This Limited Liability Company shall be managed and controlled by the Manager(s) herein named, or hereafter elected by the Members.

Section 10.02. The Manager(s) must unanimously determine the accountants and accounting procedures to be employed by the Limited Liability Company. The Manager(s) must determine by majority vote all substantial matters in the management and conduct of the business of the Limited Liability Company, including the hiring and discharge of employees and agents; determining reasonable salaries, benefits and terms of employment; and deciding upon the purchase, sale and acquisition of company assets and facilities. The Manager(s) shall jointly sign all corporate bank accounts, contracts, agreements, loans, leases and encumbrances on behalf of the Limited Liability Company, unless otherwise determined in writing by a majority vote of the Manager(s).

Section 10.03. The Manager(s) shall not change the primary business of this Company as stated in section 3.01(a) hereinabove, without a vote of the majority of Manager(s).

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interest, shall be valid for all purposes, notwithstanding the presence of the interested Manager or Managers at the Members or Managers meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Members and if the Members shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Managers to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 6.01. Registered Office. The address of the initial registered office of the Limited Liability Company is 210 23rd Street S. Miami Beach, Florida 33140, Miami, Florida.

Section 6.02. Place of Business and Principal Office. The address of the principal office and initial place of business of the Limited Liability Company is 210 23rd Street S. Miami Beach, Florida 33140.

Section 6.03. Registered Agent. Pursuant to Section 48.091 of the Florida Statutes, SKOOCENIL, L.L.C., has named JOSEPH S. CANLAS as its registered agent, to be at the address of the registered office of this Limited Liability Company, to accept service of process for this Limited Liability Company and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ACKNOWLEDGMENT: Having been named to accept service of process and to serve as registered agent for this Limited Liability Company, at the place designated above, I hereby accept such appointment to act in such capacity and agree to comply with all laws pertaining thereto.

 (SEAL)
Registered Agent

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ARTICLE VII - FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the membership voting interests shall be necessary for the following company action:

- (a) Merger or consolidation of the Limited Liability Company.
- (b) Reduction or increase of the stated capital of the Limited Liability Company.
- (c) Sale of a major portion of the property or assets of the Limited Liability Company.
- (d) Dissolution or liquidation of the Limited Liability Company.

ARTICLE VIII - MANAGERS

This Limited Liability Company shall have one Manager initially:

JOSEPH S. CANLAS of 210 23rd Street S. Miami Beach, Florida 33140

The person(s) named as initial Manager(s) shall hold office for the first year of existence of this Limited Liability Company or until such person(s)'s successors are elected or appointed and have qualified, whichever occurs first. The number of Managers may be increased or diminished from

ARTICLE XI - INDEMNIFICATION

This Limited Liability Company shall have the authority, acting through its Board of Managers, to advance expenses to or indemnify any Manager, employee, agent or Member to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Members or Managers for the benefit or on behalf of the Limited Liability Company.

ARTICLE XII - AMENDMENT

This Limited Liability Company reserves the right to amend any provision of this Articles of Organization in the manner provided by law. Any rights conferred upon Members shall be subject to this reservation.

ARTICLE XIII - SUBSCRIBER

The name and street address of the persons signing these Articles of Organization as the Subscriber is:

JOSEPH S. CANLAS of 210 23rd Street S. Miami Beach, Florida 33140

IN WITNESS WHEREOF, the undersigned has executed, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida this September 12, 2001.


SUBSCRIBER

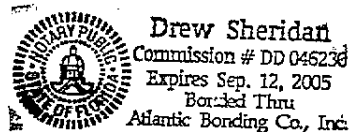
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared JOSEPH S. CANLAS the Subscriber herein, who, executed the foregoing Articles of Organization and stated on oath that the contents thereof are true and correct, this September 12, 2001.

my commission expires:


NOTARY PUBLIC

[] personally known
[X] identification produced Va driver's license




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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415 of the Florida Statutes, SKOOCENIL, L.L.C., organized under the laws of the State of Florida, submits the following statement designating the registered office and the registered agent of this Limited Liability Company in the State of Florida.

1. The name of the corporation is SKOOCENIL, L.L.C.
2. The name and address of the registered agent and office of the Corporation is
JOSEPH S. CANLAS
210 23rd Street S. Miami Beach, Florida 33140

Signature:  (SEAL)
Manager

Date: September 12, 2001

ACKNOWLEDGMENT: Having been named as registered agent and to accept service of process for this Limited Liability Company, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in such 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.

Signature:  (SEAL)
Registered Agent

Date: September 12, 2001

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