

From:

Division of Corporations

12/29/2005 17:19 #0017.001/003

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Florida Department of State  
Division of Corporations  
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Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : I200000000088  
Phone : (800) 221-0102  
Fax Number : (212) 564-6083

LIMITED LIABILITY COMPANY

Scoop Shore Club Merger LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

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DIVISION OF CORPORATION

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FLORIDA  
DEPARTMENT OF STATE

05 DEC 30 AM 8:28

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From:

12/29/2005 17:18 #001 P.002/003

12/29/2005 09:38 FAX

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0008

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

**ARTICLE I - Name:**  
The name of the Limited Liability Company is:

**Scoop Shore Club Merger LLC**

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

**ARTICLE II - Address:**  
The mailing address and street address of the principal office of the Limited Liability Company

Principal Office Address:

Mailing Address:

632 Broadway  
New York NY 10012

632 Broadway  
New York NY 10012

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**  
(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

National Corporate Research, Ltd., Inc.

Name

515 East Park Avenue

Florida street address (P.O. Box NOT acceptable)

Tallahassee FL 32301

City, State, and Zip

*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 as provided for in Chapter 608, F.S.*

An Marie Cummings

Registered Agent's Signature (REQUIRED)

ANNA MARIE CUMMINGS

Print Name (& Title, if applicable)

(CONTINUED)

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STATE OF FLORIDA  
TALLAHASSEE

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**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGRM

Scoop Management LLC

532 Broadway

New York NY 10612

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V: Effective date, if other than the date of filing:** December 27, 2003 (OPTIONAL)  
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**REQUIRED SIGNATURE:**

\_\_\_\_\_  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(5), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Uzi Ben Abraham, President of Member of the Member

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fees:**

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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05 DEC 30 AM 8:28  
SEC. OF STATE  
TALLAHASSEE, FLORIDA