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**FLORIDA LIMITED PARTNERSHIP
BELLA VENEZIA AT VEGAS GRAND, LTD.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$1,785.00

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THIS INSTRUMENT PREPARED BY:

Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BELLA VENEZIA AT VEGAS GRAND, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the Partnership is **BELLA VENEZIA AT VEGAS GRAND, LTD.**
2. The purpose of the Partnership is to acquire and manage real and personal property.
3. The principal place of business and mailing address of the Partnership is 474 S. Northlake Boulevard, Suite 1020, Altamonte Springs, FL 32701.
4. The name and principal place of business of the General Partner is as follows:

General Partner:	BV GENERAL PARTNER, LTD. c/o Christopher DelGuidice 474 S. Northlake Boulevard Suite 1020 Altamonte Springs, FL 32701
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5. The term for which the Partnership is to exist is from the date the Certificate of Limited Partnership is issued from the Secretary of State, through December 31, 2035, unless sooner terminated.
6. The amount of property initially contributed by the Limited Partners is \$500,000.00.
7. The Limited Partners are not required to contribute any additional capital to the Partnership.
8. The name and address of the Registered Agent for service of process is:

Christopher DelGuidice
 474 S. Northlake Boulevard
 Suite 1020
 Altamonte Springs, FL 32701

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 2 day of September, 2003.

GENERAL PARTNER:

BV GENERAL PARTNER, LTD., a Florida limited partnership

By: BV GENERAL PARTNER, INC., a Florida corporation, its general partner

By: [Signature]
Christopher DelGuidice
President

STATE OF FLORIDA)
) ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 2ND day of September, 2003 by CHRISTOPHER DELGUIDICE as President of BV GENERAL PARTNER, INC., the general partner of BV GENERAL PARTNER, LTD., the general partner of BELLA VENEZIA AT VEGAS GRAND, LTD., on behalf of the partnership. He is personally known to me or has produced _____ as identification.



[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
Print name: JOANNA BRAMAN
Commission No.: CC 890181

My Commission expires:

FILED
03 SEP 12 PM 12:45
CLERK OF THE COURT
STATE OF FLORIDA

CERTIFICATE OF REGISTERED AGENT
OF
BELLA VENEZIA AT VEGAS GRAND, LTD.

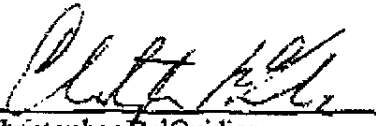
In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That BELLA VENEZIA AT VEGAS GRAND, LTD., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Maitland, County of Orange, State of Florida, has named Christopher DelGuidice, 474 S. Northlake Boulevard, Suite 1020, Altamonte Springs, FL 32701, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 2 day of Sept, 2003.


Christopher DelGuidice

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALF...
AND...
FILE...

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared CHRISTOPHER DELGUIDICE who being duly sworn deposes and states as follows:

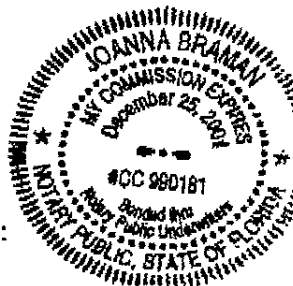
1. That he is the President of BV GENERAL PARTNER, INC., the sole general partner of BV GENERAL PARTNER, LTD., the sole general partner in the partnership known as BELLA VENEZIA AT VEGAS GRAND, LTD.
2. That the amount of capital contributions contributed by the limited partners of BELLA VENEZIA AT VEGAS GRAND, LTD. is \$500,000.00, which amount is the total amount anticipated to be contributed by the limited partners.
3. Further Affiant sayeth naught.

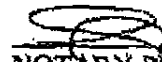

 Christopher DelGuidice

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 FILED
 COUNTY OF ORANGE
 FLORIDA

STATE OF FLORIDA)
) ss.
 COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 2nd day of September, 2003 by CHRISTOPHER DELGUIDICE who is personally known to me or who has produced _____ as identification.




 NOTARY PUBLIC, STATE OF FLORIDA
 Print name: JOANNA BRAMAN
 Commission No.: CC 990181

My Commission expires: