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Florida Department of State

Division of Corporations
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From:

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Account Number : 102233003533
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA LIMITED PARTNERSHIP

Bellagio at the Colony, Ltd.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BELLAGIO AT THE COLONY, LTD.**

1. Names of Limited Partnership: Bellagio at the Colony, Ltd.
2. Business Address: 5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709
3. Name of Registered Agent for Service of Process: Gary Wilson
4. Florida's Street Address for Registered Agent: 5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709
5. Acceptance by the Registered Agent for Service of Process.


Gary Wilson, Registered Agent

6. Mailing Address of Limited Partnership: 5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709

7. The date upon which the Limited Partnership is to be dissolved is at such time as the winding up and liquidation of the Partnership and its business is completed following a Liquidation Event as provided in Article 14 of the Partnership Agreement.

8. NAME OF GENERAL PARTNER(S) SPECIFIC ADDRESS

Bellagio at the Colony, Inc.

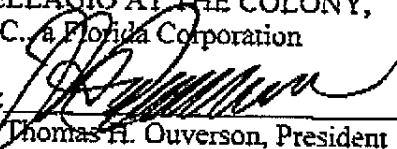
5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709

Signed this 21st day of December, 1999.

Signature of all general partners:

BELLAGIO AT THE COLONY,
INC., a Florida Corporation

by:


Thomas H. Ouverson, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR BELLAGIO AT THE COLONY, LTD.**

The undersigned constituting all of the general partner of Bellagio at the Colony, Ltd., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$0.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$5,000.00

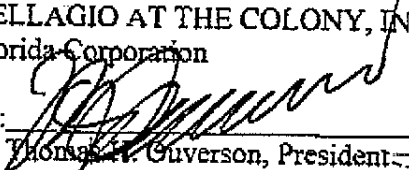
Signed this 21st day of December, 1999.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct

Signature of all general partners:

BELLAGIO AT THE COLONY, INC., a
Florida Corporation

by:


Thomas W. Guverson, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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