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From:

Account Name : AGI REGISTERED AGENTS, INC.  
Account Number : I20000000205  
Phone : (305) 416-6800  
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LIMITED LIABILITY AMENDMENT

GRAND PALAZZO I, L.L.C.

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**ARTICLES OF AMENDMENT TO**  
**ARTICLES OF ORGANIZATION**

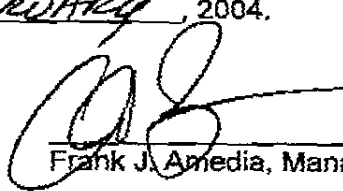
**GRAND PALAZZO I, L.L.C.,**  
**a Florida limited liability company**

The undersigned, being the Manager of GRAND PALAZZO I, L.L.C., a Florida limited liability company (the "Company"), hereby certifies that effective as of February 24, 2004 the Articles of Organization of the Company are modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. The name of the Company is hereby changed to **THE VENETIAN, LLC**
2. In all other regards, all of the articles, terms and conditions of the Articles of Organization of the Company not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Organization of the Company, the terms of this Amendment shall control. This Amendment shall be binding upon all of the Members and the Manager of the Company and their respective legal representatives, heirs, successors and assigns.

3. The foregoing Amendment was approved by a majority of the Members of the Company by joint resolution of a majority of the Members dated February 24, 2004.

IN WITNESS WHEREOF, the undersigned, being the sole member and the managing member of the Company, has hereunto set his hands and affixed the Company's seal this 24 day of FEBRUARY, 2004.

  
Frank J. Amedia, Manager

[Company Seal]