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**LIMITED LIABILITY COMPANY**

**VENETIAN PROPERTIES HOLDINGS, LLC**

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

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**1-1504**

**ARTICLES OF ORGANIZATION  
OF  
VENETIAN PROPERTIES HOLDINGS, LLC**

The undersigned, being the authorized representative of the sole member of the limited liability company named herein, executes and files these Articles of Organization, and hereby certifies that:

**ARTICLE I - NAME**

The name of this limited liability company is VENETIAN PROPERTIES HOLDINGS, LLC.

**ARTICLE II - ADDRESS**

The mailing address of this limited liability company is c/o J. William Sumner, 1928 Sunset Harbour Drive, Unit D-103, Miami Beach, Florida 33139, and the street address of this limited liability company is 1928 Sunset Harbour Drive, Unit D-103, Miami Beach, Florida 33139.

**ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this limited liability company at that address is Stuart J. Haft, Esq.

**ARTICLE IV - EXERCISE OF POWERS AND MANAGEMENT**

The limited liability company shall be managed by its member and the name and address of the initial member is as follows:

J. William Sumner  
1928 Sunset Harbour Drive, Unit D-103  
Miami Beach, Florida 33139

**ARTICLE V - OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the provisions of the Operating Agreement shall be vested in the Members, and the Operating Agreement must be in writing and signed by all of the Members.

**ARTICLE VI - AMENDMENT**

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, upon the consent by at least seventy-five percent of the membership interests.

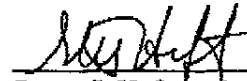
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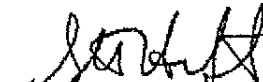
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IN WITNESS WHEREOF, in compliance with Florida Statutes Section 608.407(4), the undersigned member or authorized representative of a member of the limited liability company, executed these Articles of Organization this 14th day of January, 2004.

  
Stuart J. Haft, authorized representative of  
J. William Sumner, Member

Acceptance of Designation

The undersigned, Stuart J. Haft, Esq. hereby accepts the designation of himself as registered agent for Venetian Properties Holdings, LLC and agrees to serve in compliance with all applicable Florida Statutes.

  
Stuart J. Haft, Esq.

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