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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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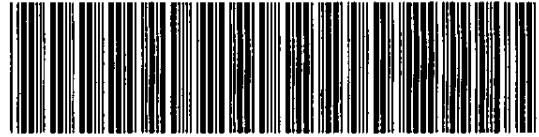
Special Instructions to Filing Officer:

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FEB 26 2010

EXAMINER

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10 FEB 25 PM 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: BELLAGIO & VENEZIA HOLDINGS, LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

TAHIR CHAN

Name of Person

CELEBRITY RESORTS

Firm/Company

P.O. BOX 690999

Address

ORLANDO, FL 32869

City/State and Zip Code

tahir.chan@celebrityresorts.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

TAHIR CHAN

Name of Person

at (**407**)

997-5773

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$25.00 Filing Fee

\$30.00 Filing Fee &
Certificate of Status

\$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

\$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

BELLAGIO & VENEZIA HOLDINGS, LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 12/12/2007 and assigned Florida document number L07000123501.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

CELEBRITY RESORTS ASSOCIATION MANAGEMENT SERVICES, LLC

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable: 8451 PALM PARKWAY
(Principal office address MUST BE A STREET ADDRESS) ORLANDO, FL 32836

Enter new mailing address, if applicable: P.O. BOX 690999
(Mailing address MAY BE A POST OFFICE BOX) ORLANDO, FL 32869

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____
New Registered Office Address: _____
Enter Florida street address _____, Florida _____
City _____ Zip Code _____

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

Dated FEBRUARY 16, 2009

Signature of a member or authorized representative of a member
JARED M. MEYERS, CEO

Typed or printed name of signee

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TALLAHASSEE, FLORIDA