



L99000000769

ACCOUNT NO. : 072100000032
REFERENCE : 126520 4352702
AUTHORIZATION :
COST LIMIT : \$ 337.50

Patricia Pigut

ORDER DATE : February 8, 1999
ORDER TIME : 11:10 AM
ORDER NO. : 126520-005
CUSTOMER NO: 4352702

CUSTOMER: William G. Lambrecht, Esq
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue
Sarasota, FL 34236

FILED
99 FEB 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400002771684--0

DOMESTIC FILING

NAME: VENETIA HOTEL INVESTMENT COMPANY, L.L.C.

EFFECTIVE DATE: 2-8-99

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

L99-769

Name Availability	<i>02-2-99</i>
Document Examiner	<i>02</i>
Updater	<i>02</i>
Updater Verifier	<i>02</i>
Acknowledgment	<i>02</i>

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SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 10, 1999

TAMARA ODOM
CSC

SUBJECT: VENETIA HOTEL INVESTMENT COMPANY, L.L.C.
Ref. Number: W99000003346

RESUBMIT

Please give original
submission date as file date.

Please date 2-10-99.

Thanks.

We have received your document for VENETIA HOTEL INVESTMENT COMPANY, L.L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 699A00005957

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
VENETIA HOTEL INVESTMENTS, L.L.C.

The undersigned subscribes to these Articles of Organization to form a limited liability company under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes).

1. Name. The name of the limited liability company is VENETIA HOTEL INVESTMENTS, L.L.C.

2. Duration. The existence of the limited liability company shall commence on February 8, 1999 and be perpetual.

3. Principal Office. The mailing address and the street address of the principal office of the limited liability company is:

VENETIA HOTEL INVESTMENTS, L.L.C.
901 Venetia Bay Boulevard
Suite 300
Venice, FL 34292

4. Registered Agent. The name of the initial registered agent, and the address of the initial registered office, of the limited liability company is:

William G. Lambrecht
200 S. Orange Avenue
Sarasota, FL 34236

By execution hereof, the undersigned accepts appointment as registered agent of the limited liability company and acknowledges that he is familiar with and accepts the obligations of that position.

5. Additional Members. The existing members of the limited liability company may admit additional members upon the unanimous consent of the then existing members and payment of a capital contribution by the new members, in cash or property, to be determined at the time of such admission by the then existing members.

6. Continuation of Business. In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the limited liability company, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the limited liability company shall continue in existence and the remaining members may continue the business of the limited liability company unless the majority-in-interest of the then remaining members consent in writing to the dissolution of the limited liability company.

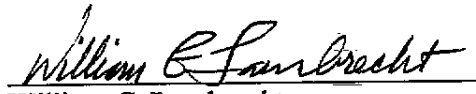
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TALLAHASSEE FLORIDA

7. Manager. The limited liability company is to be managed by a manager. The name and address of the manager who is to serve until the first annual meeting of members, or until his successor is elected and qualifies, are as follows:

Richard J. Mitchell
901 Venetia Bay Boulevard
Suite 300
Venice, FL 34292

8. Amendment. These Articles of Organization may be amended in the manner provided in the Regulations of the limited liability company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 5th day of February, 1999.



William G. Lambrecht
Authorized Representative of
Richard J. Mitchell, a member
of the limited liability company

WGL-344744.1

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY AFFIDAVIT

STATE OF FLORIDA
COUNTY OF SARASOTA

William G. Lambrecht, an authorized representative of Richard J. Mitchell, a member of VENETIA HOTEL INVESTMENTS, L.L.C., a Florida limited liability company (the "Company") deposes and says:

1. The company has at least one member.
2. \$125,000 cash is being contributed by the members at the time of formation.
3. Not more than \$150,000 cash is anticipated to be contributed by the members.
4. No property other than cash is being contributed at time of formation or is anticipated to be contributed by the members.

Signed this 5th day of February, 1999.

William G. Lambrecht

 William G. Lambrecht
 Authorized Representative

SWORN TO AND SUBSCRIBED before me this 5th day of February 1999 by William G. Lambrecht, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

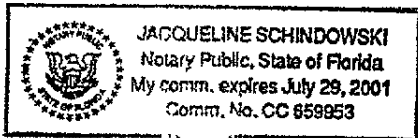
Jacqueline Schindowski

 Signature of Notary Public

 Jacqueline Schindowski

 Print Name of Notary Public

(Notary Seal)



I am a Notary Public of the State of
Florida, and my commission expires on
7-29-01

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA