

L99000006795

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

600003016476--2  
-10/18/99--01052--014  
\*\*\*\*125.00 \*\*\*\*125.00

Venetian Gondola Adventures, L.L.C.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 18 PM 11:34

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| <input type="checkbox"/> Profit                               | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                            |   |   |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign                              |   |   |
| <input type="checkbox"/> Limited Partnership                  | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                        | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Liability Partnership        |   | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy                       | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready                      | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                             |   |   |

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
VENETIAN GONDOLA ADVENTURES, L.L.C.

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I  
NAME

The name of the limited liability company shall be Venetian Gondola Adventures, L.L.C. ("Company"). The principal place of business of the Company in Florida shall be 275 S.E. Spanish Trail, Boca Raton, FL 33432.

ARTICLE II  
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved as provided in these Articles of Organization.

ARTICLE III  
PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the Company in the State of Florida is Charles Bergman, 275 SE Spanish Trail, Boca Raton, FL 33432.

ARTICLE V  
ADMISSION OF NEW MEMBERS  
(Transferability of Interests)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI  
TERMINATION OF EXISTENCE  
(Continuity of Life)

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

ARTICLE VII  
MANAGEMENT  
(Management by Members)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulations and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of two of the members of the Company are:

NAME

ADDRESS

Charles Bergman

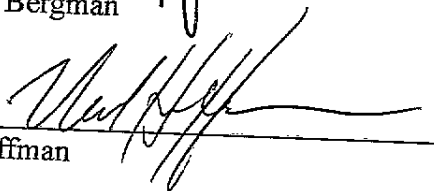
275 S.E. Spanish Trail  
Boca Raton, FL 33432

Neil Hoffman

6722 Canary Palm Circle  
Boca Raton, FL 33433

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these  
Articles of Organization at Citibank for the foregoing uses and purposes this  
15 day of October, 1999.

  
\_\_\_\_\_  
Charles Bergman

  
\_\_\_\_\_  
Neil Hoffman

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of oct.  
1999, by Charles Bergman, who is personally known to me or who produced  
H 15563051 4560 as identification and who did take an oath.  
12-16-2003

  
\_\_\_\_\_  
NOTARY PUBLIC



Feri Hashemi  
My Commission CC774150  
Expires September 10, 2002

Feri Hashemi  
\_\_\_\_\_  
Printed Name

Seal:

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of oct. 1999, by NEIL HOFFMAN, who is personally known to me or who produced FL DRIVERS LICENSE as identification and who did take an oath.

Feri Hashemi  
NOTARY PUBLIC



Feri Hashemi

My Commission CC77#100

Expires September 10, 2000

Feri Hashemi  
Printed Name

Seal:

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Venetian Gondola Adventures, L.L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

Charles Bergman  
CHARLES BERGMAN  
REGISTERED AGENT