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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

~~Brooks Inc.~~

~~Brooks Holdings LLC~~

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 26, 2001

CORPORATE CREATIONS INTERNATIONAL

SUBJECT: BROOKS INC.
REF: W01000026863

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE
11/26/01

The name of this Florida corporation is:
Venetian Group Inc.

Article II. Address

The Corporation's mailing address is:
Venetian Group Inc.
1300 Brickell Avenue
Miami FL 33131

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Juan Pablo Bayona
1300 Brickell Avenue
Miami FL 33131

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Juan Pablo Bayona

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jose A. Rodriguez, Esquire | FL Bar Member
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-445-6600
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jose A. Rodriguez, Esquire

Jose A. Rodriguez, P.A.

150 Alhambra Circle

Suite 1270

Coral Gables FL 33134

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 26, 2001.

The undersigned incorporator executed these Articles of Incorporation on November 27, 2001.



JOSE A. RODRIGUEZ, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Jose A. Rodriguez, Esquire | FL Bar Member
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-445-6600
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

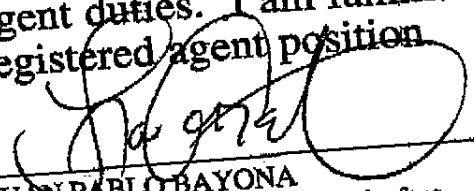
CORPORATION:

Venetian Group Inc.

REGISTERED AGENT/OFFICE:

Juan Pablo Bayona
1300 Brickell Avenue
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position


JUAN PABLO BAYONA
by F.E. Cammarata as attorney-in-fact

Date: November 27, 2001

Jose A. Rodriguez, Esquire | FL Bar Member
Jose A. Rodriguez, P.A.
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