

**Electronic Articles of Incorporation
For**

**P02000008200
FILED
January 24, 2002
Sec. Of State**

GRAND VENETIAN VENTURE, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

GRAND VENETIAN VENTURE, INC.

Article II

The principal place of business address:

100 SE 2ND STREET
SUITE 3920
MIAMI, FL. 33131

The mailing address of the corporation is:

100 SE 2ND STREET
SUITE 3920
MIAMI, FL. 33131

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

7500 SHARES AT \$1.00 PAR VALUE PER SHARE

Article V

The name and Florida street address of the registered agent is:

IRVING SHIMOFF
100 SE 2ND STREET
SUITE 3920
MIAMI, FL. 33131

I certify that I am familiar with and accept the responsibilities of
registered agent.

Registered Agent Signature: IRVING SHIMOFF

Article VI

The name and address of the incorporator is:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301

Incorporator Signature: DEBORAH D. SKIPPER