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FLORIDA PROFIT CORPORATION OR P.A.

Bellagio General Partner, Inc.

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ARTICLES OF INCORPORATION

OF

BELLAGIO GENERAL PARTNER, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is BELLAGIO GENERAL PARTNER, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

THIS INSTRUMENT PREPARED BY:

Gerald J. Biondo
FL Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. There shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

**INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the initial registered office of the corporation in the State of Florida is 474 S. Northlake Boulevard, Suite 1020, Altamonte Springs, Florida 32701 and the name of the initial registered agent of this corporation at that address is Christopher DelGuidice. The Principal Office and/or mailing address will be the same as the Registered Office.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Christopher DelGuidice, 474 S. Northlake Boulevard, Suite 1020, Altamonte Springs, Florida 32701.

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ARTICLE VII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII

INDEMNIFICATION


The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of January, 2003.


CHRISTOPHER DELGUIDICE,
Incorporator

Fax Audit No: HQ3000027058.4

CERTIFICATE OF REGISTERED AGENT
OF
BELLAGIO GENERAL PARTNER, INC.

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That BELLAGIO GENERAL PARTNER, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Altamonte Springs, County of Orange, State of Florida, has named Christopher DelGuidice, located at 474 S. Northlake Boulevard, Suite 1020, Altamonte Springs, Florida 32701, as its agent to accept service of process within this State.

A C K N O W L E D G E M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 21 day of January, 2004.


CHRISTOPHER DELGUIDICE

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