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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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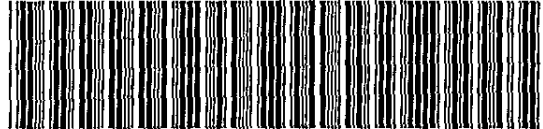
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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HENDERSON KEASLER LAW FIRM

October 3, 2003

**VIA FEDERAL EXPRESS  
USA AIRBILL #8400 1990 5191**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: The Montecito Venetian, Inc.**

Dear Madam/Sir:

Enclosed for filing are an original and one (1) copy of the Articles of Incorporation and Designation of and Acceptance by Registered Agent regarding the above referenced corporation. In this regard, please accept our firm's check in the amount of \$78.75 for filing fees as follows:

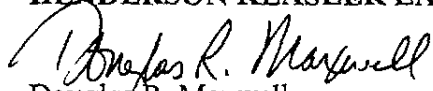
Articles of Incorporation:	\$35.00
Designation of Registered Agent:	35.00
Certified Copy of Articles of Incorporation:	<u>8.75</u>

**TOTAL:** \$ 78.75

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same with the Certified Copy of the Articles of Incorporation.

If there are any questions, please contact our firm.

Sincerely,  
**HENDERSON KEASLER LAW FIRM**

  
Douglas R. Maxwell  
DRM/egb  
Enclosures

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ARTICLES OF INCORPORATION  
OF  
THE MONTECITO VENETIAN, INC.

ARTICLE I  
Name and Duration

The name of the Corporation is The Montecito Venetian, Inc. The duration of the Corporation is perpetual. The Corporation shall begin its corporate existence as of the date these Articles are filed with the Secretary of State.

ARTICLE II  
Principal Office

The address of the principal office and mailing address of the Corporation is 1518 Koenig Lane, Austin, TX 78756.

ARTICLE III  
Registered Office and Agent

The street address of the registered office in the State of Florida is San Pablo Office Park, 4309 Pablo Oaks Court, Suite Five, Jacksonville, Florida 32224. The name of the registered agent at such address is Douglas R. Maxwell.

ARTICLE IV  
Corporate Purposes, Powers and Right

A. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act for which corporations may be organized under the Florida Business Corporation Act.

B. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V  
Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock having no par value per share.

ARTICLE VI  
Incorporator

The name and mailing address of the incorporator of the Corporation are as follows:

Name

Douglas R. Maxwell

Address

San Pablo Office Park  
4309 Pablo Oaks Court, Suite Five  
Jacksonville, Florida 32224

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03 OCT -6 PM 4:00  
TALLAHASSEE, FLA.

ARTICLE VII  
Board of Directors

A. The number of members of the Board of Directors may be increased or decreased from time to time by the bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

B. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of the shareholders.

C. The name and mailing address of the persons who shall serve as the initial directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Edward W. Conk	1518 Koenig Lane Austin, Texas 78756
Joellyn Conk	1518 Koenig Lane Austin, Texas 78756
Christopher Conk	1518 Koenig Lane Austin, Texas 78756

ARTICLE VIII  
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

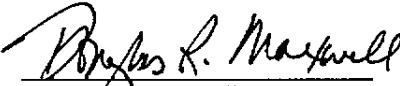
ARTICLE IX  
Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly executed these Articles of Incorporation.

Dated the 31<sup>st</sup> day of October, 2003, in Jacksonville, Florida.

INCORPORATOR

  
\_\_\_\_\_  
Douglas R. Maxwell

REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

The Montecito Venetian, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Douglas R. Maxwell, located at San Pablo Office Park, 4309 Pablo Oaks Court, Suite Five, Jacksonville, Florida 32224, as its registered agent to accept service of process and perform such other duties as are required by statute.

ACKNOWLEDGEMENT

Being named to accept service of process for the above named Corporation at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of the Florida Business Corporation Act.

Dated this 3<sup>rd</sup> day of October, 2003.

  
Douglas R. Maxwell

FILED  
03 OCT -5 PM 4:00  
JACKSONVILLE, FLORIDA