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FLORIDA PROFIT CORPORATION OR P.A.

venetian dream of miami, inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 20, 2004

EMPIRE

SUBJECT: VENETIAN DREAM OF MIAMI, INC.
REF: W04000031780

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name in Article V is not the same.

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

W04000170928

ARTICLES OF INCORPORATION

③

OF

VENETIAN DREAM OF MIAMI, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation Venetian Dream of Miami, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

NUMBER OF SHARES
AUTHORIZED

1,000

PAR VALUE
PER SHARE

\$0.01

CLASS OF
STOCK

Common

Ronald A. Marini, Esq.
One Biscayne Tower
Two South Biscayne Blvd.
Suite 3580
Miami, Florida 33131
(305) 374-4424
Florida Bar # 354423

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ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is Two South Biscayne Blvd., Suite 3580, Miami, County of Dade, and the name of its registered agent at such address is Ronald A. Marini, Esq.

ARTICLE V

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Venetian Dream of Miami, INC.
Two South Biscayne Blvd.
Suite 3580
Miami, Florida 33131

ARTICLE VI

DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is Two (2), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Alfredo Laggia
Sabrina Caretto
Two South Biscayne Blvd.
Suite 3580
Miami, Florida 33131

ARTICLE VII

INCORPORATOR

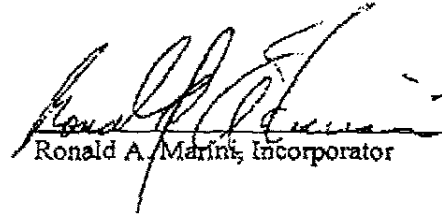
The name of the Incorporator is Ronald A. Marini and the address of the Incorporator is Two South Biscayne Blvd., Suite 3580, Miami, Florida 33131.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 19th day of August, 2004,


Ronald A. Marini, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, Venetian Dream of Miami, Inc. has named Ronald A. Marini, located at Two South Biscayne Blvd., Suite 3580, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Ronald A. Marini hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 19th day of August, 2004.

REGISTERED AGENT:

By:

Ronald A. Marini

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