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PICK-UP WAIT MAIL

(Business Entity Name)

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1-26-05

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Bellagio Properties of Cape Coral, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Libby Bergard
Name (Printed or typed)

4803 Skyline Blvd.
Address

Cape Coral, Florida 33914
City, State & Zip

239-542-1974
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Bellagio Properties of Cape Coral, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

4803 Skyline Blvd.
Cape Coral, Florida 33914

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is:

1000 COMMON SHARES PAR VALUE \$1.00

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Director & President	Director & Vice President
Libby Bergard	William Clarke
4803 Skyline Blvd.	4803 Skyline Blvd.
Cape Coral, Florida 33914	Cape Coral, Florida 33914

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Libby Bergard
4803 Skyline Blvd.
Cape Coral, Florida 33914

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Libby Bergard
4803 Skyline Blvd.
Cape Coral, Florida 33914

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Signature/Registered Agent Libby Bergard

1/18/05

Date

Signature/Incorporator Libby Bergard

1/18/05

Date