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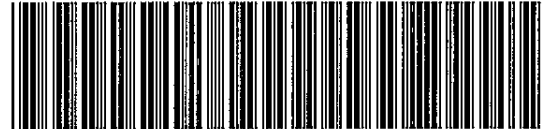
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225 SOUTH ADAMS STREET
SUITE 250
TALLAHASSEE, FL 32301
850.222.7718 MAIN
850.222.8222 FAX
kbplante@ralaw.com

January 17, 2006

Via Hand Delivery

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Our File No.: 111253-0001

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Incorporation** for the following entity:

VENETIAN ON THE ORTEGA YACHT CLUB, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7718, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

KBP/amc
Enclosures

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DIVISION OF
PARI-MUTUEL WAGERING

**ARTICLES OF INCORPORATION OF
VENETIAN ON THE ORTEGA YACHT CLUB, 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 shall be: VENETIAN ON THE ORTEGA YACHT CLUB, INC.

ARTICLE II - PRINCIPAL OFFICE

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

7785 Baymeadows Way, Suite 200
Jacksonville, FL 32256

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares of stock, at \$1.00 par value.

ARTICLE IV - PAYMENT OF STOCK

All the stock of the corporation may be paid for in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor, or services may be purchased and paid for with capital stock of this corporation at a just valuation to be

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fixed by the Board of Directors at a meeting called for that purpose. The Corporation elects to have preemptive rights.

ARTICLE V - CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of Five Hundred (\$500.00) Dollars.

ARTICLE VI - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII - OFFICERS AND DIRECTORS

This corporation shall have no more than Three (3) Directors. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws of the Corporation by the Board of Directors, but shall never be less than one (1). The initial Board of Directors shall be:

Katie Schmidt

Karen Krix

Cory Bott

ARTICLE VIII - PURPOSE OF INCORPORATION

This corporation is incorporated for the purposes of: operating a Yacht club, and any other lawful purpose.

ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

R & A Agents, Inc.
Attn: Kenneth J. Plante
225 South Adams Street
Suite 250
Tallahassee, Florida 32301

ARTICLE X - INCORPORATOR


The name and street address of the incorporator(s) to these Articles of Incorporation is(are):

Katie Schmidt
7785 Baymeadows Way, Suite 200
Jacksonville, FL 32256

ARTICLE XI - AMENDMENT TO ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereinafter prescribed by law of the State of Florida, and all rights conferred upon shareholders herein are subject to this reservation.

The undersigned incorporator(s) has executed these Articles of Incorporation this 13th day of January, 2006.


Katie Schmidt, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: VENETIAN ON THE ORTEGA YACHT CLUB, INC.
2. The name and address of the registered agent and office is:

R & A Agents, Inc.
Attn: Kenneth J. Plante
225 South Adams Street
Suite 250
Tallahassee, Florida 32301

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Kenneth J. Plante

Date: 1/17/06

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