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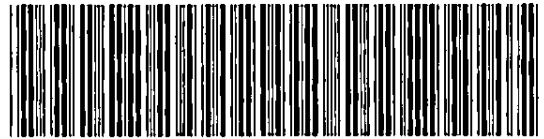
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DATE: 12/19/19

NAME: ONE VENETIAN CORP.

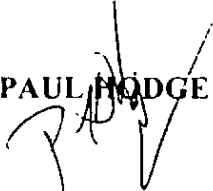
TYPE OF FILING: AMENDED AND RESTATED ARTICLES

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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TALLAHASSEE, FLORIDA

January 2, 2020

FLORIDA FILING

SUBJECT: ONE VENETIAN CORP.
Ref. Number: P19000056853

We have received your document for ONE VENETIAN CORP. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for imaging.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Terri J Schroeder
Regulatory Specialist III

Letter Number: 520A00000013

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Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ONE VENETIAN CORP.

DOCUMENT NUMBER: P19000056853

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

INES MORALES

Name of Contact Person

PAG LAW, P.A.

Firm/ Company

600 BRICKELL AVENUE, SUITE 1725

Address

MIAMI, FL 33131

City/ State and Zip Code

Ines@pag.law

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

INES MORALES

Name of Contact Person

at (786)

292-1599

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
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☐ \$43.75 Filing Fee &
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(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
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is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ONE VENETIAN CORP.**

Pursuant to Sections 607.0602, 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act, One Venetian Corp., a Florida corporation (the "Corporation"), hereby certifies that:

ONE: The name of this company is One Venetian Corp. and the date of filing the original Articles of Incorporation of this company with the Secretary of State of the State of Florida was July 9, 2019.

TWO: Martin Guyot is the duly elected and acting President of One Venetian Corp., a Florida corporation.

THREE: This amended and restated Articles of Incorporation was adopted July 15, 2019 by the shareholders of the Corporation. The number of votes cast for this amended and restated Articles of Incorporation were sufficient for approval. The Articles of Incorporation of this company is hereby amended and restated in its entirety to read as follows:

I.

The name of this company is One Venetian Corp. (the "Company" or the "Corporation").

II.

The address of the registered office of this Corporation in the State of Florida is 1450 Brickell Avenue, Suite 1420, Miami, Florida, 33131, and the name of the registered agent of this Corporation in the State of Florida at such address is Martin Guyot.

III.

The purpose of the Company is to invest in the entity named One Venetian LLC, a Florida limited liability company.

IV.

A. The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Non-Voting Preferred Stock". The total number of shares that the Company is authorized to issue is 1,000 shares, 500 shares of which shall be Common Stock (the "Common Stock") and 500 shares of which shall be Non-Voting Preferred Stock (the "Non-Voting Preferred Stock"). The Common Stock shall have a par value of \$0.00001 per share and the Non-Voting Preferred Stock shall have a par value of \$0.00001 per share.

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B. The number of authorized shares of Common Stock or Non-Voting Preferred Stock may be increased or decreased (but not below the number of shares of Common Stock or Non-Voting Preferred Stock then outstanding) by the affirmative vote of the holders of a majority of the Common Stock of the Corporation, voting together as a single class.

C. The rights, preferences, privileges, restrictions and other matters relating to the Common Stock are as follows:

1. VOTING RIGHTS.

(a) General. Except as otherwise provided herein or by applicable law, the holders of Common Stock shall at all times vote together as one class on all matters submitted to a vote or for the consent of the stockholders of the Company.

(b) Voting Power. Each holder of shares of Common Stock shall be entitled to one (1) vote for each share of Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Company.

(c) Election of Board of Directors.

(i) The holders of Common Stock, voting as a separate class, shall be entitled to elect the members (the "*Directors*") of the Board of Directors of the Company (the "*Board*") at each meeting or pursuant to each consent of the Company's stockholders for the election of directors, and to remove from office the Directors and to fill any vacancy caused by the resignation, death or removal of the Directors.

(ii) The holders of Common Stock, voting as a single class, shall be entitled to increase or decrease the authorized number of Directors constituting the Board.

D. The rights, preferences, privileges, restrictions and other matters relating to the Non-Voting Preferred Stock are as follows:

1. VOTING RIGHTS.

(a) General. The shares of Non-Voting Preferred Stock shall not have any voting powers, either general or special.

2. LIQUIDATION RIGHTS. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Company, the holders of Non-Voting Preferred Stock shall be entitled to share equally, on a per share and pro rata basis, all assets of the Company of whatever kind available for distribution.

3. DIVIDENDS. The Company shall declare all dividends pro rata on the Non-Voting Preferred Stock according to the number of shares of Non-Voting Preferred Stock

held by such holders. The Directors will endeavor to distribute all available cash to the Corporation, after the payment of expenses and establishment of reasonable reserves.

V.

A. The liability of the directors of the Company for monetary damages shall be eliminated to the fullest extent under applicable law.

B. Any repeal or modification of this Article V shall only be prospective and shall not affect the rights under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

VI.

For the management of the business and for the conduct of the affairs of the Company, and in further definition, limitation and regulation of the powers of the Company, of its directors and of its stockholders or any class thereof, as the case may be, it is further *provided that*:

A. The management of the business and the conduct of the affairs of the Company shall be vested in its Board, which shall be comprised of one (1) director.

B. The Board is expressly empowered to adopt, amend or repeal the Bylaws. The stockholders shall also have the power to adopt, amend or repeal the Bylaws.

C. The directors of the Company need not be elected by written ballot unless the Bylaws so provide.

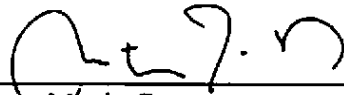
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FOUR: These Amended and Restated Articles of Incorporation has been duly approved by the Board.

FIVE: These Amended and Restated Articles of Incorporation was approved and adopted in accordance with Sections 607.0602, 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act of the Florida Business Corporation Act.

IN WITNESS WHEREOF, One Venetian Corp. has caused these Amended and Restated Articles of Incorporation to be signed by its President this 15th day of July, 2019.

ONE VENETIAN CORP.

By: 
Name: Martin Guyot
Title: President

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CLERK OF DISTRICT COURT
JUL 19 2019