

REFERENCE : 652573 80349A

COST LIMIT : 9 122.50 This

ORDER DATE: August 2, 1995

ORDER TIME : 9:58 AM

ORDER NO. : 652573

· 652573 900001551889

CUSTOMER NO: 80349A

CUSTOMER: Ms. Jennifer Lukas

WILLIAMS PARKER HARRISON

DIETZ & GETZEN P.o. Box 3258

Sarasota, FL 34230-3258

DOMESTIC FILING

NAME: VENETIA HOTEL, INC.

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

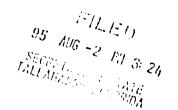
EXAMINER'S INITIALS:

T. BROWN AUG - 2 1995

ARTICLES OF INCORPORATION

OF

VENETIA HOTEL, INC.



The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Venetia Hotel, Inc.

2. Principal Office. The principal office of the Corporation is:

901 Venetia Bay Boulevard, Suite 300 Venice, Florida 34292

3. Mailing Address. The mailing address of the Corporation is:

901 Venetia Bay Boulevard, Suite 300 Venice, Florida 34292

- 4. <u>Authorized Shares.</u> The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.
- 5. <u>Bylaws</u>. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

J. Michael Hartenstine 200 South Orange Avenue Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

J. Michael Hartenstine 200 South Orange Avenue Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Florida Department of State.

Dated this 1st day of August 1995.

7. Michael Hartenstine

Incorporator and Registered Agent