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THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032
DIVISION OF CORPORATION

REFERENCE : 209473 1429B

AUTHORIZATION : *Patricia Pzyth*

COST LIMIT : \$ 70.00

ORDER DATE : January 3, 1997

ORDER TIME : 11:13 AM

ORDER NO. : 209473-015

CUSTOMER NO: 1429B

300002045543--9

CUSTOMER: Ms. Mary Jo McIntyre
CUMMINGS & LOCKWOOD

Suite 205
140 Royal Palm Way
Palm Beach, FL 33480

DOMESTIC FILING

NAME: VENETIAN BAY COMPANIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: *KR*

FILED
97 JAN -3 AM 9:58
SECRET
TALLAHASSEE, FLORIDA

1-6-97

**ARTICLES OF INCORPORATION
OF
VENETIAN BAY COMPANIES, INC.**

FILED
97 JAN -3 AM 9:58
SECRET
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

VENETIAN BAY COMPANIES, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

**853 Vanderbilt Beach Road
Suite 331
Naples, Florida 34108**

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock, and the par value of each such share shall be ONE CENT (\$.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

**c/o Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103**

and the name of the Corporation's initial registered agent at such address is:

JOEL H. SCHECHTER

FIFTH: The name and address of the sole incorporator of the Corporation is:

**JOEL H. SCHECHTER
c/o Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103**

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

CLIFFORD O. WORLEY, Director
5 Bluebill Avenue, #107
Naples, Florida 34108


and

NANCY L. TODD, Director
5 Bluebill Avenue, #107
Naples, Florida 34108

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 2nd day of January, 1997.


Joel H. Schechter

I, JOEL H. SCHECHTER, having been designated to act as registered agent, hereby agree to act in this capacity.


Joel H. Schechter
Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA