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TO: DIVISION OF CORPORATIONS

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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: VENETIAN RESTAURANT, INC.
AUDIT NUMBER.....H97000017132
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
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CERTIFICATE OF INCORPORATION

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OF

VENETIAN RESTAURANT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: VENETIAN RESTAURANT, INC.

ARTICLE II. NATURE OF THE BUSINESS

The general nature of this business to be transacted by this corporation is : Any legal business in the State of Florida or in The United States.

To conduct business in, have one or more offices in and sell import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer,

Prepared by: Carlos Solano
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Miami Beach, FL 33139

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mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is one thousand (1,000.) shares of common stock having a nominal of \$ 10.00 Per/value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business and deposit into a bank account is \$ 1,000.00 (One Thousand 00/100.)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 20 Island Ave. Miami Beach, Fl. 33139. The Board of Director may, from time to time move the principal office to any other office in Florida.

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ARTICLE VII. DIRECTORS

The corporation shall have one Director(s) initially the number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS & DIRECTORS

The name and post office address of each subscriber and director to these Articles of Incorporation are:

Joan Hollock

**PRESIDENT
SECRETARY**

20 Island Ave. Miami Beach, Fl. 33139

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at: 20 Island Ave. Miami Beach, Fl. 33139, and the registered agent being Joan Hollock.

ARTICLE X. AMENDMENT

The articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved holders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.


Joan Hollock
President
Secretary

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STATE OF FLORIDA

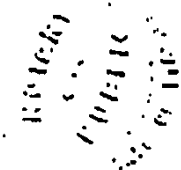
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COUNTY OF DADE

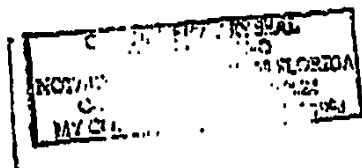
I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Jean Hollock of Venetian Restaurant, Inc. a Florida Corporation. Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF , I have hereunto set my hand and official seal at Miami Beach, said County and State, on this 10th day of the month of October, 1997.


NOTARY PUBLIC SEAL.



MY COMMISSION EXPIRES:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.34 Florida Statutes, The following is submitted, in compliance with said Act:

FIRST: That, Venetian Restaurant, Inc. desiring to organize or qualify under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami Beach, County of Dade, and State of Florida has hereby named Joan Hollock of 20 Island Ave. Miami Beach, Fl. 33139 as its agent to accept services of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate.

I hereby agree to act in this capacity, and I further agree to comply with the provision of said Act relative to keeping open said office.


Joan Hollock
Register Agent.

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TALLAHASSEE, FLORIDA

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