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CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

1374 SOUTH VENETIAN CORP.

The undersigned incorporator hereby forms_a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

1374 SOUTH VENETIAN CORP.

The address of the principal office of this corporation shall be 1374 South Venetian Way, Miami Beach, Florida 33139 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 20803 Biscayne Blvd., Suite 200 Aventura, Florida 33180 and the name of the initial registered agent of the corporation at that address is Gary A. Korn, ESQ.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Sergio Massaglia

1374 South Venetian Way

ARTICLE VII. INCORPORATOR

Miami Beach, Florida 33139

The name and street address of the incorporator to these Articles of Incorporation:

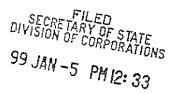
Dir./Pres./Sec./Treas.

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on January 5, 1999.

CORPORATION SERVICE COMPANY

Its Incorporator / Karen B. Rozar

LRD/jjw



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

GARY A. KORN, ESQ., an individual res	iding in this state, having a business
office identical with the registered office of the corporat	tion named below, and having been
designated as the Registered Agent in the above and foreg	going Articles of Incorporation of:
1374 South Venetian Corp. is familiar w	with and accepts the obligations of the
position of Registered Agent under Section 607.0505, Flo	CARY A KORN ESO