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April 2, 1999

Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

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****122.50 *****78.75


Ref: Venetia Associates, Inc.

To whom it concerns:

Please find enclosed Articles of Incorporation to be filed on an expedited basis and returned to our office with a certified copy of Articles of Incorporation in the enclosed Airborne Express package. We have enclosed the estimated fee for your services and the filing fee.

Thank you.

Very truly yours,



John Ritter

JR/m

enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 AM 7:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

99 APR -5 AM 7:35

OF

VENETIA ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **VENETIA ASSOCIATES, INC.**

The principal place of business of this corporation shall be at **555 N.E. 15 STREET, SUITE 100, MIAMI, FL 33132.**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in 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, including but not limited to real estate rental, investment, sales, brokerage, financing, purchasing, and owning.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the registered office of the corporation shall be **555 N.E. 15 STREET, MIAMI, FL 33132**, and the name of the initial registered agent of the corporation at that address

is **JOHN A. RITTER**

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation should have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed:

JOHN RITTER PSD - 555 N.E. 15 ST, SUITE 100, MIAMI, FL 33132

LOUIS ZARETSKY - VP, D 555 N.E. 15 ST, MIAMI, FL

ARTICLE VII. INCORPORATOR

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

JOHN A. RITTER 555 N.E. 15TH STREET, SUITE 100, MIAMI, FL 33132

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 1 day of APRIL, 1999.



JOHN A. RITTER

STATE OF FLORIDA

COUNTY OF MIAMI, DADE

The foregoing instrument was acknowledged before me this _____ day of APRIL, 1999, by JOHN A. RITTER who produced _____ as identification or is personally

known to me. Said person did not take an oath.

Notary Public, State of Florida at Large

My Commission Expires: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 AM 7:35

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

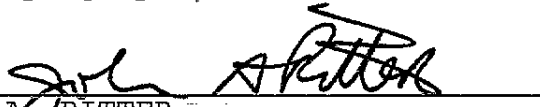
In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

VENETIA ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami, County of Dade, State of Florida, has named JOHN A. RITTER, 555 NE 15 STREET #100, Miami, Florida 33132 as its agent to accept service of process within this State.


Incorporator

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JOHN A. RITTER