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DIVISION OF CORPORATIONS

BASIC AMENDMENT

VENICE HOLDINGS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$52.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION

((H05000045461 3)))

OF

VENICE HOLDINGS, INC.

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Restated Articles of Incorporation, for the purpose of forming a corporation for profit, in accordance with Chapter 607, Florida Statutes, General Corporation Act of the State of Florida.

ARTICLE ONE: NAME OF CORPORATION.

The name of this corporation is: **VENICE HOLDINGS, INC.**

ARTICLE TWO: PRINCIPAL OFFICE OF CORPORATION.

The principal office of the corporation is located at 3609 Madaca Lane, Tampa, Florida 33618.

ARTICLE THREE: CAPITAL STOCK.

The aggregate number of shares of stock that this corporation is authorized to issue is 1,000 shares, all of which shall be common shares with a par value of \$1.00.

ARTICLE FOUR: INITIAL REGISTERED OFFICE AND REGISTERED AGENT.

The street address of the initial registered office of the corporation in the State of Florida is 601 East Twiggs Street, Suite 200, Tampa, Florida 33602, and the initial Registered Agent is Sam I. Reiber. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the corporation.

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ARTICLE FIVE: NAME AND ADDRESS OF INCORPORATOR.

The names and street address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Sam I. Reiber	601 E. Twiggs Street, Suite 200 Tampa, Florida 33602

ARTICLE SIX: BOARD OF DIRECTORS.

The corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the director is:

<u>Name</u>	<u>Address</u>
Richard L. Trzcinski	3609 Madaca Lane Tampa, Florida 33618

ARTICLE SEVEN: PURPOSE.

The business and purpose of Venice Holdings, Inc., a Florida corporation (the "Corporation") shall be to engage in any and all lawful activities permitted to corporations by the Florida Business Corporation Act.

The foregoing provisions of this Article shall govern over any contrary or inconsistent provision of these Articles, the by-laws of the Corporation or any other document or instrument governing the affairs of the Corporation.

VENICE HOLDINGS, INC.

(((H05000045461 3)))


Richard L. Trzcinski, President

ARTICLES OF RESTATEMENT

(((H05000045461 3)))

OF

VENICE HOLDINGS, INC.

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby amend and restate its Articles of Incorporation as heretofore amended.

1. The name of the corporation is VENICE HOLDINGS, INC.
2. The text of the Restated Articles of Incorporation of the corporation, as further amended hereby, is annexed hereto and made a part hereof.

* * * * *

CERTIFICATE

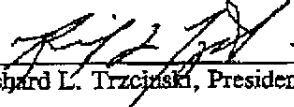
It is hereby certified that:

1. The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the corporation requiring shareholder approval.
2. The Articles of Incorporation of the corporation are hereby amended and replaced in their entirety so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendments was February 23, 2005.
4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
5. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.
6. The effective time and date of these Articles of Restatement shall be upon filing.

Executed on February 23, 2005

VENICE HOLDINGS, INC.

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Richard L. Trzcinski, President