



**THE UNITED STATES  
CORPORATION  
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 699255 92490A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 9, 1998

ORDER TIME : 1:34 PM

ORDER NO. : 699255-005

CUSTOMER NO: 92490A

CUSTOMER: Gerardo A. Vazquez, Esq  
PROFILET & ASSOCIATES

Suite 407  
501 Brickell Key Drive  
Miami, FL 33131

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-10/22/97--01021--020  
\*\*\*\*122.50 \*\*\*\*122.50  
Office Use Only

DOMESTIC FILING

NAME: BRICKELL ANTIQUES SHOP, INC.

~~YOU ARE HOLDING CHECK--REJECTION IS #W97000024283~~

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 PM 3:24

RECEIVED  
98 FEB 10 PM 3:08  
DIVISION OF CORPORATIONS

10/10/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 PM 3:24

October 24, 1997

BRICKELL ANTIQUES SHOP INC.  
801 BRICKELL BAY DRIVE #1965  
MIAMI, FL 33131

SUBJECT: BRICKELL ANTIQUES SHOP, INC.  
Ref. Number: W97000024283

We have received your document for BRICKELL ANTIQUES SHOP, INC.. However, the document has not been filed and is being returned for the following:

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 997A00051971

**ARTICLES OF INCORPORATION**

**OF**

**BRICKELL ANTIQUES SHOP, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 PM 3:24

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **BRICKELL ANTIQUES SHOP, INC.**, (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue 100 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 501 Brickell Key Drive, Suite 407, Miami, Florida 33131.

ARTICLE V

The street address of the Corporation's initial registered office is 501 Brickell Key Drive, Suite 407, Miami, Florida 33131 and the name of the initial registered agent is Gerardo A. Vazquez, Esq.

ARTICLE VI

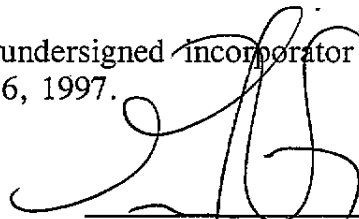
The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party

to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE VII

The name and address of the incorporator of the Corporation is Gerardo A. Vazquez, Esq., 501 Brickell Key Drive, Suite 407, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of October 16, 1997.

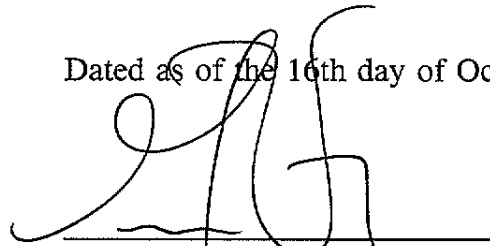
  
\_\_\_\_\_  
Gerardo A. Vazquez, Esq.  
Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 PM 3:24

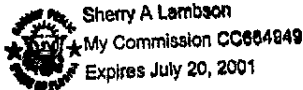
ACCEPTANCE BY REGISTERED AGENT


Having been named to accept service of process for **BRICKELL ANTIQUES SHOP, INC.**, at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 16th day of October, 1997.

  
Gerardo A. Vazquez, Esq.

The foregoing instrument was acknowledged before me on this 5th day of February, 1998 by Gerardo A. Vazquez, Esq. to me personally known and who have taken the oath.



  
Notary Public, State of Florida

Sherry A. Lambson  
(Print Name)  
My Commission Expires: \_\_\_\_\_

Dated as of the 4th day of February, 1998.