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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN 23

AL

LIMITED LIABILITY COMPANY

BRICKELL KEY CONSULTING, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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FLORIDA

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**ARTICLES OF INCORPORATION OF
Brickell Key Consulting, L.L.C.**

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ARTICLE I - NAME

The name of the company is Brickell Key Consulting, L.L.C.

ARTICLE II - DURATION

The company shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The company may engage in any activity or business permitted under the laws of the United States and the State of Florida and under the laws of any other country in the world.

ARTICLE IV - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this company is Kirk D. De Leon, Esq., 44 West Flagler Street, Suite 325, Miami, FL 33130.

ARTICLE V - ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated this 22 day of January, 2002.


Kirk D. De Leon, Esq.

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TALLAHASSEE, FLORIDA
02 JAN 23

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ARTICLE VI - PRINCIPAL OFFICE OF THE COMPANY

The principal office of the company will be 8240 N.W. 52nd Terrace, Suite 500, Miami, Florida 33166.

ARTICLE VII - MANAGEMENT

The Limited Liability Company is to be Managed by one or more managers and is therefore a manager-managed company.

The initial managers of the company are:

Eric Schaer		Peter Zinkhofer
8240 N.W. 52 nd Avenue	and	8240 N.W. 52 nd Avenue
Suite 500		Suite 500
Miami, Florida 33130		Miami, Florida 33130

ARTICLE VIII - BY LAWS

The By Laws of this company may be adopted, altered, amended or repealed by either the Stockholders or the Directors.

ARTICLE IX - INDEMNIFICATION

The company shall indemnify any Manager or any former Manager to the full extent permitted by law.

ARTICLES X - AMENDMENT

This company reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Statutes.

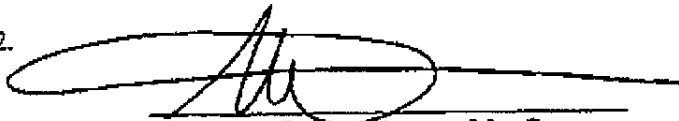
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IN WITNESS WHEREOF, and in accordance with §608.408(3), of the Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This 22 day of January, 2002.


Kirk D. De Leon as Agent of the Company

02 JAN 23

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA]
COUNTY OF MIAMI-DADE]

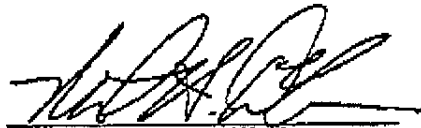
BEFORE ME, the undersigned authority, personally appeared KIRK De LEON, who is personally know to me and who has provided a Florida Drivers license as identification to verify identity, and he subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to the law that he made an subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 22 day of January, 2002.

My Commission Expires:



Neil A. DeLeon
Commission #CC997181
Expires March 12, 2004
Bonded Three
Atlantic Bonding Co., Inc.


Notary Public of the State
of Florida at Large

This instrument prepared by:
Kirk D. DeLeon, Esq.
44 West Flagler Street
Suite 325
Miami, Florida 33130
(305) 374-5494
Florida Bar No.: 989959
legu217 01/Articles