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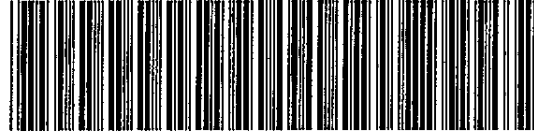
\_\_\_\_\_  
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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LAW OFFICES OF  
**JERRY E. ARON, P.A.**  
ATTORNEY-AT-LAW  
2505 METROCENTRE BOULEVARD  
SUITE 301  
WEST PALM BEACH, FLORIDA 33407

JERRY E. ARON, ESQ.

TELEPHONE (561) 804-6808  
FACSIMILE (561) 804-6708  
EMAIL: [jaron@aronlaw.com](mailto:jaron@aronlaw.com)

August 16, 2004

**VIA OVERNIGHT MAIL**

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

Dear Sirs:

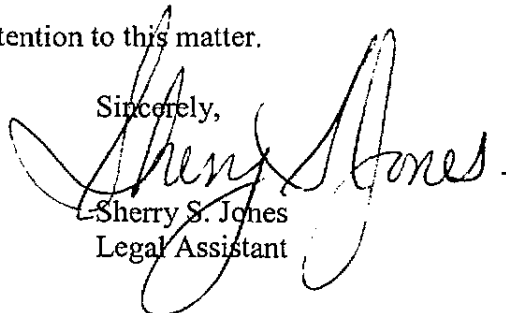
Enclosed please find Articles of Incorporation for Brickell Bay Plaza Master Association, Inc. Please file these articles and send a certified copy to the above address and by fax to (561) 804-6708.

We have also included your fees for the following:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 8.75
Certificate of Status	\$ 8.75
<b>TOTAL</b>	<b>\$ 87.50</b>

Thank you for your attention to this matter.

Sincerely,



Sherry S. Jones  
Legal Assistant

ARTICLES OF INCORPORATION

of

**BRICKELL BAY PLAZA MASTER ASSOCIATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I  
NAME OF CORPORATION

The name of this corporation shall be BRICKELL BAY PLAZA MASTER ASSOCIATION, INC. (the "Association").

ARTICLE II  
GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the development known as Brickell Bay Plaza ("Brickell Bay Plaza"), located in Dade County, Florida, and to perform all acts provided in the Declaration of Master Covenants, Easements, and Restrictions for Brickell Bay Plaza ("Declaration") and Chapter 720, Florida Statutes (the "Act"). All capitalized terms used but not defined herein will have the same meaning as in the Declaration.

ARTICLE III  
POWERS

The Association shall have all of the common law and statutory powers of a corporation not for profit and all of the powers and duties set forth in the Act and the Declaration. The following list of powers is not intended to exclude any of the above powers, and is provided only as a list of certain of the Association powers. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the Project, intended to provide for the enjoyment, recreation or other use or benefit of the members; including, but not limited to, the leasing of recreation areas and facilities. The Association may contract for the management and maintenance of property and authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Areas and Association Property with such funds as shall be made available by the Association for such purposes. The Association may contract for and acquire real estate for such purposes that are not in conflict with the Declaration, these Articles of Incorporation or the Bylaws, and shall have the power to assume or grant a mortgage encumbering property interests owned by the Association. The Association may obtain loans for purposes of meeting the financial needs of running the Project it operates, and as security therefor, pledge the income from assessments collected from members. The Association and its officers shall, however, retain at all times the powers and duties granted by the Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

ARTICLE IV  
MEMBERS

All persons owning a vested present interest in the fee title to any of the Units of the Project as evidenced by a duly recorded proper instrument in the Public Records of Dade County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire Project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in said Declaration. In the event a Unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

Prior to the recording of said Declaration of Condominium in the public records of said county, the Company shall constitute the sole member of the Association and shall be entitled to vote and execute documents on behalf of the Association.

ARTICLE V.  
VOTING RIGHTS

Voting Members shall be elected in accordance with the Declaration. The Directors shall be elected in the manner provided in the Bylaws.

ARTICLE VI.  
INCOME DISTRIBUTION

No part of the income of the Association shall be distributed to its members, except as compensation for services rendered.

ARTICLE VII.  
EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

ARTICLE VIII.  
REGISTERED OFFICE AND REGISTERED AGENT

The principal office of the Association shall be at 100 S. Biscayne Blvd., Suite 1100, Miami, FL 33131, and the registered agent shall be Jerry E. Aron, P.A., and the address is 2505 Metrocentre Boulevard, Suite 301, West Palm Beach, Florida 33407.

ARTICLE IX.  
NUMBER OF DIRECTORS

The business of the Association shall be conducted by a Board of Directors which shall consist of three (3) persons.

ARTICLE X.  
FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

	<u>Name</u>	<u>Office</u>	<u>Address</u>
1.	Phil Dahan	President	100 S. Biscayne Blvd., Ste.1100 Miami, FL 33131
2.	Jerry Hollo	Secretary and Treasurer	100 S. Biscayne Blvd., Ste. 1100 Miami, FL 33131
3.	Bruce Kassman	Vice President	100 S. Biscayne Blvd., Ste. 1100 Miami, FL 33131

ARTICLE XI.  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, be reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (i) a court of competent jurisdiction

determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph (A) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XI.

D. Miscellaneous. The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

#### ARTICLE XII. RIGHTS OF DEVELOPER

The Developer of Brickell Bay Plaza shall have full right and authority to manage the affairs and exclusive right to elect the Directors of the Association (who need not be Owners) as set forth in the Declaration.

#### ARTICLE XIII. BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### ARTICLE XIV. SUBSCRIBER

The names and street addresses of the subscriber to these Articles of Incorporation are as follows:

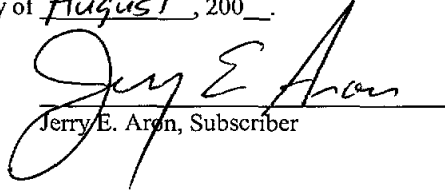
<u>Name</u>	<u>Address</u>
1. Jerry E. Aron	2505 Metrocentre Boulevard, Suite 301 West Palm Beach, FL 33407

#### ARTICLE XV.

AMENDMENTS

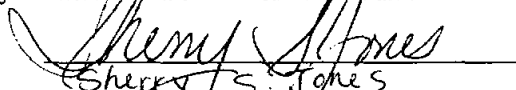
The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a two-thirds vote of all voting rights of all members of the Association and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 16 day of August, 2004.

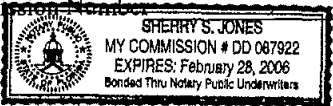
  
Jerry E. Aron, Subscriber

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16 day of August, 2004, by \_\_\_\_\_, who are personally known to me and who did not take an oath.

  
\_\_\_\_\_  
(Print Name of Notary Public)  
Notary Public - State of Florida  
My Commission Expires \_\_\_\_\_

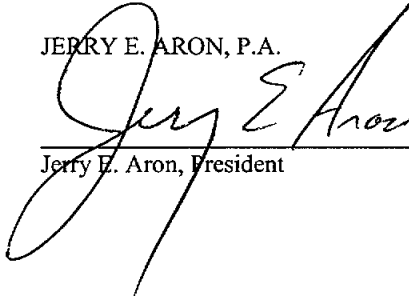
(NOTARIAL SEAL)

Commission Number \_\_\_\_\_  
  
SHERRY S. JONES  
MY COMMISSION # DD 067922  
EXPIRES: February 28, 2006  
Bonded Thru Notary Public Underwriters

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.

JERRY E. ARON, P.A.



\_\_\_\_\_

Jerry E. Aron, President