

Charter Number Only

2/6/01
P01000015074

VALIDATION ONLY

Dinkley & Associates

Requestor's Name

717 Ponce de Leon Blvd.

Address

Coral Gables, FL 33143

City

State

ZIP

Phone

461-4460

900003655839--4

-02/07/01--01017--010

*****70.00 *****70.00

CORPORATION(S) NAME

Bruckell Banking & Finance, INC.

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies |
| <input type="checkbox"/> Certificate Under Seal | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> After 4:30 | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait |
| <input type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out | |

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.B. Verifier	

461-2945

01 FEB -9 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
FEB -7 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 7, 2001

EMPIRE

MIAMI, FL

SUBJECT: BRICKELL BANKING & FINANCE, INC.
Ref. Number: W01000002945

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

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.,

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 601A00007503

RECEIVED
01 FEB -9 AM 9:42
DIVISION OF CORPORATION

FILED
01 FEB - 9 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BRICKELL CREDIT & FINANCE, INC.

ARTICLE I - NAME

The name of the corporation is BRICKELL CREDIT & FINANCE, INC.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

This Corporation is organized to engage in any act or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial registered office and principle place of business of this corporation is 444 Brickell Avenue # 729 Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Lindsay Dunkley.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) director initially.

The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

the name and address of the initial director of this corporation is:

NAME	ADDRESS
Naeem H. Shah (President)	444 Brickell Avenue # 729 Miami, Florida 33131

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
Lindsay Dunkley	444 Brickell Avenue # 729 Miami, Florida 33131

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

Executed by the undersigned Incorporator this 02th, day of
February 2001.

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)



Lindsay Dunkley

The foregoing Articles of Incorporation was acknowledged before me
this 02th day of February, 2001, by Lindsay Dunkley.

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST: THAT BRICKELL CREDIT & FINANCE, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED LINDSAY DUNKLEY 444 BRICKELL AVENUE # 729 MIAMI, FLORIDA 33131 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:




LINDSAY DUNKLEY

TITLE: INCORPORATOR

DATE: FEBRUARY 02, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:



LINDSAY DUNKLEY

DATE: FEBRUARY 02, 2001

FILED
01 FEB -9 AM 10:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA