

PO1000070266

Requester's Name

Address

Jill H. Brickel, C.P.A.

2600 N. Military Trail, Ste. #290

Boca Raton, Florida 33431

01 JUL 16 PM 1:11

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials Daw 7/17/01 7✓

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ARTICLES OF INCORPORATION
OF
BRICKELL KEY GROUP, INC.

THE UNDERSIGNED, subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby associate to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be BRICKELL KEY GROUP, INC.

ARTICLE II
ADDRESS

The initial mailing address and street address of the principal place of business of the corporation shall be 540 Brickell Key Drive #1805, Miami, Florida 33131, or at such other place as may hereafter be designated by the Board of Directors.

ARTICLE III
DURATION

This corporation shall have perpetual existence.

ARTICLE IV
PURPOSES AND POWERS

The general purpose for which this corporation is organized is to conduct and to transact any lawful business for which a corporation may be organized under the laws of the State of Florida. The corporation shall have all the powers granted to a corporation under the laws of the State of Florida.

ARTICLE V
REGISTERED OFFICE AND AGENT

The initial name and street address of the registered agent of the corporation in the State of Florida is Jill H. Brickel, C.P.A., 2600 N. Military Trail, Ste 290, Boca Raton, Florida 33431.

ARTICLE VI
CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation has authority to issue is 1,000

shares, all of which shall be common stock with a par value of \$1.00 per share.

ARTICLE VII
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$250.00

ARTICLE VIII
NUMBER OF DIRECTORS

This corporation shall have not less than one (1) director initially. The number of directors may increase or decrease from time to time by Bylaws adopted by the shareholders but shall never be less than one.

ARTICLE IX
SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Hely Santeliz	540 Brickell Key Drive #1805 Miami, Florida 33131

ARTICLE X
BOARD OF DIRECTORS

The names and post office addresses of the initial members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Hely Santeliz	540 Brickell Key Drive #1805 Miami, Florida 33131

ARTICLE XI
CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership, shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director or officer of any other such firm, association, corporation or partnership, or is a party or pecuniarily or otherwise interested in such contract or other transaction, or is in any way connected

with any person, firm, association, corporation or partnership pecuniarily or otherwise interested therein. Any director may vote and may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purposes of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation or partnership.

ARTICLE XII PRE-EMPTIVE RIGHTS

Each shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XIII SPECIAL PROVISIO

Any action taken by the directors of this corporation, which is in their power, taken at a meeting of such directors, shall be valid for all intents and purposes whether or not a lawful notice of said meeting shall have been given to all directors as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all directors shall execute a waiver of notice and call of such meeting in writing and providing a majority of the directors shall approved the action taken at such meeting.

Any action by the shareholders of this corporation which is within their power, taken at a meeting of such shareholders, shall be valid for all intents and purposes, whether or not a lawful notice shall have been given to all shareholders as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all shareholders shall execute a waiver of notice and call of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

Nothing in this Article shall be construed to allow any act by the Board of Directors to be approved by less than a majority of the directors, or whenever a greater vote is required by law or by the Bylaws, by less than that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of the shareholders, or whenever a greater vote is required by law or by the Bylaws, by less than that vote.

ARTICLE IV FURTHER POWERS

This corporation shall have the further right and power to, from time to time, determine whether and to what extent and at what times and places, and under what conditions and regulations, the

accounts and books of this corporation (other than the stock book) or any of them, shall be open to inspection of shareholders, and no shareholder shall have any right to inspect any account, book or document of this corporation, except as conferred by statute, unless authorized by resolution of the shareholders or by the Board of Directors.

This corporation may, in its Bylaws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both shareholders and directors shall have the power, if the Bylaws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of the corporation (subject to the provisions of statute) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set out hands and seals at Miami, Florida, on this 11th day of July, 2001.

Witness

NICOLAS P. CUENCA

Print Name

Sean M. Cleary

Witness

SEAN M. CLEARY

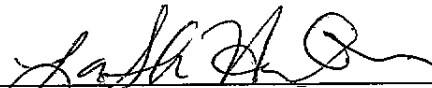
Print Name

Hely Santeliz
Hely Santeliz, Director

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 2 day of July, 2001
By Tim H. Brickel, who is personally known to me or who produced a Florida Drivers
License as identification.

My commission expires:


Notary Public, State of Florida



LaShon Houston
Commission # DD 031033
Expires June 4, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

LaShon Houston
Print Name of notary public

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.34, FLORIDA STATUTES, THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

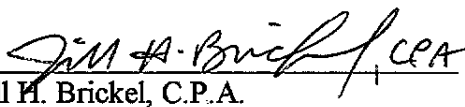
1. The name of the corporation is: Brickell Key Group, Inc..
2. The initial name and address of the registered agent and office is:

Jill H. Brickel, C.P.A.

2600 N. Military Trail, Ste. #290

Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation 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.


Jill H. Brickel, C.P.A.

7-2-01
Date

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TALLAHASSEE FLORIDA