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ACCOUNT NO. : 072100000032

REFERENCE : 425366 4309914

AUTHORIZATION :

*Patricia Pizoto*

COST LIMIT : \$ 78.75

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02 FEB -7 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 7, 2002

ORDER TIME : 1:20 PM

ORDER NO. : 425366-005

CUSTOMER NO: 4309914

CUSTOMER: Olga M. Bradham, Legal Asst  
Fowler White Burnett Hurley  
Banick & Strickroot  
International Place, 17th Fl  
100 Southeast 2nd Street  
Miami, FL 33131-1101

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02 FEB -7 PM 3:28  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: B.R.C. MIAMI, INC.

100004891131--6

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: \_\_\_\_\_

J. BRYAN FEB 7 2002

**ARTICLES OF INCORPORATION**

**OF**

**B.R.C. MIAMI, INC.**

**a Florida corporation**

**ARTICLE I**

**Name**

The name of the corporation is **B.R.C. MIAMI, INC., a Florida corporation.**

**ARTICLE II**

**Duration**

This corporation shall have a perpetual existence, unless dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Florida Division of Corporation of the Department of State.

**ARTICLE III**

**Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**

**Capital Stock**

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is: Bank of America Tower, Seventeenth Floor, 100 Southeast Second Street, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Richard A. Wood, Esquire.

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**ARTICLE VI**

**Initial Board of Directors**

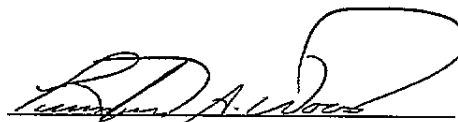
This corporation shall initially have one (1) director. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than ONE (1). The name and address of the initial director of the corporation is: CLAUDIO BURNETTA, 5161 Collins Ave. Unit 705, Miami Beach, Florida 33140.

**ARTICLE VII**

**Incorporator**

The name and address of the person signing these Articles is: RICHARD A. WOOD, Esquire, Bank of America Tower, Seventeenth Floor, 100 Southeast Second Street, Miami, Florida 33131.

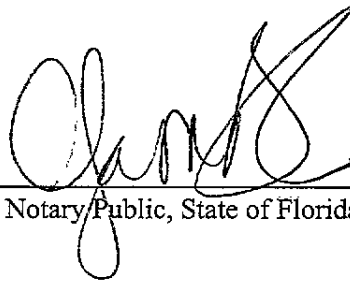
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 4<sup>th</sup> day of February, 2002.

  
RICHARD A. WOOD, Subscriber

STATE OF FLORIDA                     )  
  )ss  
COUNTY OF MIAMI-DADE         )

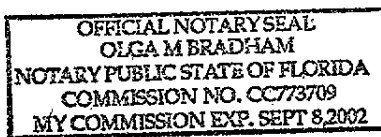
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **RICHARD A. WOOD, ESQUIRE** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 9<sup>th</sup> day of February, 2002.



Notary Public, State of Florida at Large

My Commission Expires:

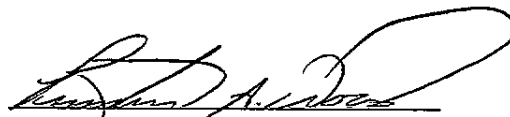


**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**B.R.C. MIAMI, INC.  
a Florida corporation**

In pursuance of Section 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

First--that **B.R.C. MIAMI, INC., a Florida corporation**, desiring to organize under the laws of the State of Florida with its principal office at: Bank of America Tower, Seventeenth Floor, 100 Southeast Second Street, Miami, Florida 33131, as its agent to accept service of process within this state. Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
RICHARD A. WOOD

**FILED**  
02 FEB -7 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA