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Fax Number : (850)205-0381

From:

Account Name : RUTHERFORD, MULHALL & WARGO, P.A.
Account Number : 075753002301
Phone : (561)241-1600
Fax Number : (561)241-3815

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Brickell Bay Partners, Inc.

Certificate of Status	0
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CLERK OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BRICKELL BAY PARTNERS, INC.**

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a Corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this Corporation is BRICKELL BAY PARTNERS, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporations Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The initial street address and the initial principal office of the Corporation shall be 1001 Brickell Bay Drive, 30th Floor, Miami, Florida 33131.

Prepared By:
STEPHEN A. MENDELSON, ESQ.
FLORIDA BAR NO. 849324
2600 N. Military Trail, Fourth Floor
Boca Raton, FL 33431
(561) 241-1600

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The name of the Corporation's initial registered agent is Rutherford, Mulhall & Wargo, P.A., 2600 N Military Trail, Fourth Floor, Boca Raton, FL 33431.

ARTICLE V

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and street addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
David R. Parker	1001 Brickell Bay Drive, 30th Floor Miami, FL 33131

The initial Directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of Directors which occurs between annual meetings.

ARTICLE VI

The name and address of the Incorporator is Stephen A. Mendelsohn, Esq., Rutherford, Mulhall & Wargo, P.A., 2600 N. Military Trail, Boca Raton, Florida 33431.

ARTICLE VII

It is the intention of the Corporation to indemnify its Officers, Directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The Shareholders of this Corporation shall have exclusive authority to fix the compensation of Directors of this Corporation, unless otherwise provided in the By-Laws.

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Fax Audit Number: H02000194415 4ARTICLE X

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI

The Corporation, its Shareholders, or any combination of the Corporation and its Shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 10th day of September, 2002.

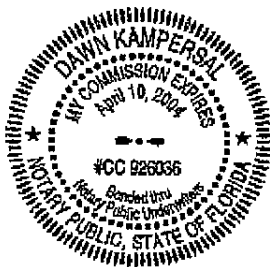



Stephen A. Mendelsohn, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared Stephen A. Mendelsohn to me known to be the person described in and who executed the foregoing Articles of Incorporation of BRICKELL BAY PARTNERS, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 10th day of September, 2002.





Notary Public

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

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That BRICKELL BAY PARTNERS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 1001 Brickell Bay Drive, 30th Floor, Miami, Florida 33131 has named Rutherford, Mulhall & Wargo, P.A., located at 2600 N Military Trail, Fourth Floor, Boca Raton, FL 33431, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

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 performance of my duties.



Stephen A. Mendelsohn, Esquire

On behalf of

Rutherford, Mulhall & Wargo, P.A., as Registered Agent

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