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FLORIDA PROFIT CORPORATION OR P.A.

brickell bay entertainment and development company

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**ARTICLES OF INCORPORATION
OF BRICKELL BAY ENTERTAINMENT AND DEVELOPMENT COMPANY,
a Florida Corporation**

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is Brickell Bay Entertainment and Development Company.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and shall commence upon the execution hereof, as long as they are filed with the Secretary of State within five days, failing which the corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III. - PURPOSE AND POWERS

The purpose for which the corporation is organized is to engage in any all lawful business purposes.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall have no par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 300-71st St., Ste. 405, Miami Beach, FL 33141, and the name of its initial registered agent at such address is Daniel E. Jonas. The principal office and mailing address of the corporation is 11930 North Bayshore Dr., Suite 708, Miami, FL 33181.

ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is two. The names and addresses of the persons who are to serve as the

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members of the initial Board of Director are as follows:

Juan Abel Barroso Pino
11930 N. Bayshore Dr., Suite 708
Miami, FL 33139

Susan Samole
235 N. Hibiscus Dr.
Miami Beach, FL 33139

ARTICLE VII. - INCORPORATOR

The names and addresses of the incorporators are:

Juan Abel Barroso Pino
11930 N. Bayshore Dr., Suite 708
Miami, FL 33139

Susan Samole
235 N. Hibiscus Dr.
Miami Beach, FL 33139

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation at Miami Beach, Miami-Dade County, Florida on this 17th day of December, 2002.


JUAN ABEL BARROSO PINO


SUSAN SAMOLE

STATE OF FLORIDA:

SS.

COUNTY OF MIAMI-DADE:

I HEREBY CERTIFY that on this 17th day of December, 2002, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared JUAN ABEL BARROSO PINO and SUSAN SAMOLE, and they acknowledged before me that they are the subscribers to these Articles of Incorporation and they have acknowledged that they have signed same after

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they did take an oath.



Sharon M. Harris
Commission # CC 811206
Expires Feb. 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Sharon M. Harris

Notary Public at Large, State of Florida
My commission expires:

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW DANIEL E. JONAS, and hereby acknowledges his appointment as the registered agent of BRICKELL BAY ENTERTAINMENT AND DEVELOPMENT COMPANY, a Florida Corporation, and he is familiar with, and accepts, the obligations of that position.

[Signature]
DANIEL E. JONAS

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