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Special Instructions to Filing Officer:

Paul Price GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT corp. name  
DATE 6-9-03  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JUN -2 AM 10:58

FILED

g/6/1

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Brickell Capital, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Jose Vallejo  
Name (Printed or typed)

801 Brickell Bay Drive #568  
Address

Miami FL 33131  
City, State & Zip

305 606 8772  
Daytime Telephone number

Please fax filed Articles to  
305 577-6164

NOTE: Please provide the original and one copy of the articles.

Thank you!

**ARTICLES OF INCORPORATION**  
**OF**  
**BRICKELL CAPITAL LIMITED, INC.**

**THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Business Corporation Act, Chapter 607, F.S., does hereby certify as follows:**

**ARTICLE I**  
**NAME**

**The name of the Corporation is: BRICKELL CAPITAL LIMITED, INC.**

**ARTICLE II**  
**PRINCIPAL OFFICE**

**The Corporation's principal place of business and mailing address is 801 Brickell Bay Drive, Suite 568, Miami Florida 33131.**

**ARTICLE III**  
**PURPOSE**

**The purpose for which the Corporation is formed is to engage in any lawful act or activity for which profit corporations may be organized under the laws of the State of Florida, as now or hereafter in force.**

**ARTICLE IV**  
**SHARES**

**The total number of shares of capital stock which the Corporation shall have authority to issue is Twenty-five Million (25,000,000), consisting of Twenty-five Million (25,000,000) shares of Common Stock having a par value of \$0.01 per share.**

**ARTICLE V**  
**REGISTERED AGENT**

**The name and Florida street address of the Corporation's registered agent are: Jose Vallejo, 801 Brickell Bay Drive, Suite 568, Miami Florida 33131.**

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TALLAHASSEE, FLORIDA

**ARTICLE VI  
INCORPORATOR**

The name and address of the incorporator of the Corporation are: Jose Vallejo, 801 Brickell Bay Drive, Suite 568, Miami Florida 33131.

**ARTICLE VII  
INITIAL DIRECTORS AND OFFICERS**

The names, addresses and titles of the Corporation's initial directors and officers are as follows:

<u>Name</u>	<u>Mailing Address</u>	<u>Title</u>
Jose Vallejo	801 Brickell Bay Drive Suite 568 Miami FL 33131	Director, President
Paul Price	801 Brickell Bay Drive Suite 568 Miami FL 33131	Secretary

**ARTICLE VIII  
INDEMNIFICATION OF DIRECTORS**

Section 1. The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. The Corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other

enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this section in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

**Section 3.** To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Section 1 or Section 2 above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

**Section 4.** Any indemnification under Sections 1 or 2 above, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or Section 2 above. Such determination shall be made:

- a. By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;
- b. If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding;
- c. By independent legal counsel: (i) selected by the board of directors prescribed in subsection 4(a) above or the committee prescribed in subsection 4(b) above; or (ii) if a quorum of the directors cannot be obtained for subsection 4(a) and the committee cannot be designated under subsection 4(b), selected by majority vote of the full board of directors (in which directors who are parties may participate); or
- d. By the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

**Section 5. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by subsection 4(c) above shall evaluate the reasonableness of expenses and may authorize indemnification.**

**Section 6. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the board of directors deems appropriate.**

**Section 7. The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:**

- a. A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;**
- b. A transaction from which the director, officer, employee, or agent derived an improper personal benefit;**
- c. In the case of a director, a circumstance under which the liability provisions of Section 607.0834, Florida Statutes, are applicable; or**
- d. Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.**

**Section 8. Indemnification and advancement of expenses as provided in this Article shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.**

**Section 9. Notwithstanding the failure of the Corporation to provide indemnification, and despite any contrary determination of the board or of the shareholders in the specific case, a director, officer, employee, or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if it determines that:**

- a. The director, officer, employee, or agent is entitled to mandatory indemnification under Section 3 above, in which case the court shall also order the Corporation to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;**
- b. The director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the Corporation of its power pursuant to Section 7 above; or**
- c. The director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in Sections 1, 2 or 7 above.**

**Section 10. For purposes of this Article, the term "Corporation" includes, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, so that any person who is or was a director, officer, employee, or agent of a constituent corporation, or is or was serving at the request of a constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, is in the same position under this Article with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.**

**Section 11. For purposes of this Article:**

- a. The term "other enterprises" includes employee benefit plans;**
- b. The term "expenses" includes counsel fees, including those for appeal;**
- c. The term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to**

a proceeding;

d. The term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal;

e. The term "agent" includes a volunteer;

f. The term "serving at the request of the Corporation" includes any service as a director, officer, employee, or agent of the Corporation that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries; and

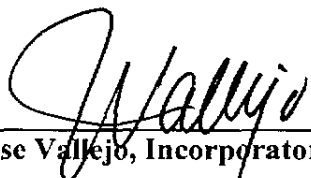
g. The term "not opposed to the best interest of the Corporation" describes the actions of a person who acts in good faith and in a manner he or she reasonably believes to be in the best interests of the participants and beneficiaries of an employee benefit plan.

Section 12. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article.

#### ARTICLE IX TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporator of BRICKELL CAPITAL LIMITED, INC. hereby executes the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
Jose Vallejo, Incorporator

Date: May 20, 2003, ~~2003~~



**Execution by Registered Agent**

The undersigned, having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Jose Vallejo, Registered Agent

Date: May 20, 2003

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03 JUN -2 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399