

NOV- 7-03 FRI 11:31 AM

P. 1

Division of Corporations

Page 1 of 2

P03000128681

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000312810 2))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
 Fax Number : (850)205-0381

From: Account Name : FILINGS, INC.  
 Account Number : 072720000101  
 Phone : (850)385-6735  
 Fax Number : (954)641-4192

2003 NOV -7 AM 8:32  
 FILED  
 DEPARTMENT OF STATE  
 TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

LAD Brickell Corp.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 03      |
| Estimated Charge      | \$70.00 |

11-10-03  
11/7/03

NOV- 7-03 FRI 11:31 AM

P. 2

H030031280

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2003 NOV - 7 AM 8:32

FILED

ARTICLES OF INCORPORATION OF  
LAD Brickell Corp.

Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: LAD Brickell Corp.

ARTICLE II

The mailing address and principal place of business of this corporation shall be: 2100 Ponce de Leon Blvd., Suite 600, Coral Gables, Florida 33131

ARTICLE III

The corporation is authorized to issue one class of stock, that being 100,000 shares of Voting Common Stock with \$1 par value. The transfer of these shares will be governed by the bylaws of the corporation.

ARTICLE IV

The name and address of the corporation's initial registered agent is:

Carlos J. Villanueva, Esq.  
2100 Ponce de Leon Blvd., Suite 600  
Coral Gables, Florida 33134

ARTICLE V

The corporation's initial Board of Directors shall consist of one Director whose name and address is:

Liliana Paez  
2100 Ponce de Leon Blvd, Suite 600  
Coral Gables, Florida 33134

H030031280

16300031280

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation is:

Carlos J. Villanueva, Esq.  
2100 Ponce de Leon Blvd., Suite 600  
Coral Gables, Florida 33134

ARTICLE VII

The name and addresses of the initial officers of the corporation are as follows:

Liliana Paez  
President and Secretary  
2100 Ponce de Leon Blvd., Suite 600  
Coral Gables, Florida 33134

Ana Salazar  
Vice President  
2100 Ponce de Leon Blvd., Suite 600  
Coral Gables, Florida 33134

Diana Vega  
Vice President  
2100 Ponce de Leon Blvd., Suite 600  
Coral Gables, Florida 33134

ARTICLE VIII


The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

ARTICLE IX

No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is the result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

The undersigned incorporator, Carlos J. Villanueva, has executed these Articles of Incorporation on this 5 day of Nov 5, 2003.



Carlos J. Villanueva  
Incorporator

16300031280

1103000312810

FILED  
2003 NOV - 7 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMIT'S THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF FLORIDA.**

1. The name of the corporation is : LAD Brickell Corp.
2. The name and the Florida street address of the initial registered agent are:

Carlos J. Villanueva  
 2100 Ponce de Leon Blvd., Suite 600  
 Coral Gables, Florida 33134

*Having been named as registered agent and to accept service of process for LAD Brickell Corp. 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.*

  
 \_\_\_\_\_  
 Carlos J. Villanueva

1103000312810