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☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

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TALLAHASSEE, FLORIDA

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OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RED BRICK PROPERTIES CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

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☐ Mail out ☐ Will wait

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☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE ONE - NAME

The name of this corporation shall be:

RED BRICK PROPERTIES CORPORATION

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

2100 S. W. 63 Ct. Miami, Florida 33155

ARTICLE THREE - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE FOUR - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporation existence shall begin is:

October 21, 2004

ARTICLE FIVE - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agents is:

Cristine Gonzalez 2100 S.W. 63 Ct. Miami, Florida 33155

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TALLAHASSEE, FLORIDA

ARTICLE SIX- MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE SEVEN- NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director who is a citizen of the United States of America. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation; provided that the Corporation shall at all times have a minimum of one Director.

ARTICLE EIGHT - CLASSES OF DIRECTORS

The By-laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE NINE - AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the law of the State of Florida.

ARTICLE TEN - CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follow:

- A. Designation: The stock of this Corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is:
 500 shares of Common Stock
- C. Par Value: Each share of Common Stock shall have the par value of :
 \$ 5.00 per share
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

- E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.
- G. Cumulative Voting: No holder of Common Stock shall be entitle to any right of cumulative voting.
- H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporation debts and obligations.

ARTICLE ELEVEN - SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless agreed to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

- 1. Amendment of this Certificate of Incorporation;
Required percentage: 51%
- 2. Sale, lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation;
Required percentage: 51%
- 3. Merger or consolidation of this Corporation into or with any other corporation;
Required percentage: 51%
- 4. Voluntary dissolution of this Corporation;
Required percentage: 51%

PRE-EMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, employees or agents, or former Directors, Officers, employees or agents, or any person who may have served at its request as a Director, Officer, employee or agent, of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock, or of which it is a creditor, against the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party, by reason of his alleged acts or omission while being or having been such Director, Officer, employee or agent, provided, it shall not be determined by a final determination thereof on the merits that such Director, Officer, employee or agent was in any substantial way derelict in the performance of his duties; or provided, that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer, employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to

SUBSCRIBER, INITIAL DIRECTOR AND
INITIAL PRINCIPAL OFFICE

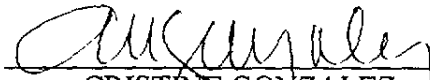
The undersigned individual, a United States citizen competent to contract, executes this Certificate of Incorporation as its sole subscriber and director. The undersigned individual shall hold office as a director until his successors have qualified, following their election or appointment. The street address of such individual shall be the initial street address in Florida of the Principal Office of this Corporation. The Corporation may change its Principal Office at any time.

SUBSCRIBER/DIRECTOR: CRISTINE GONZALEZ

STREET ADDRESS/PRINCIPAL OFFICE: 2100 SW 63 Court, Miami, Dade
County, Florida 33155

IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe,
acknowledge and file this Certificate for the purpose of forming a corporation for profit
under the laws of the State of Florida.

DATED: October 18, 2004.



CRISTINE GONZALEZ

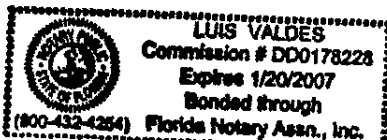
STATE OF FLORIDA)
COUNTY OF DADE) ss:


BEFORE ME, the undersigned authority, personally appeared
CRISTINE GONZALEZ

To me well known and known to me to be the individual described in, and who executed
the foregoing Certificate of Incorporation, and who acknowledged before me that the
same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at
Miami, Dade County, Florida.

DATED: October 18, 2004.





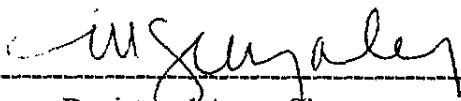
Notary Public, State of Florida

My commission expires:

1/20/07

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Registered Agent Signature