

Sent By:

3052791489;

Apr-28-05 1:02PM

Page 1  
Page 1 of 1

Division of Corporations

705000061938

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.**

((H05000102747 3)))

**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 : JORGE L. GURIAN P.A.  
Account Number : I20010000123  
Phone : (305)279-4101  
Fax Number : (305)279-1489

**FLORIDA PROFIT CORPORATION OR P.A.**

**BRICKELL ON THE RIVER 4012 CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

05 APR 27 AM 9:29

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

Fax Audit Number: H05000102747 3

Account Number: I20010000123

**ARTICLES OF INCORPORATION OF  
BRICKELL ON THE RIVER 4012 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: **BRICKELL ON THE RIVER 4012 CORP.**

**ARTICLE II**

The mailing address and principal place of business of this corporation shall be: 2100 Ponce de Leon Boulevard, Suite 600, Coral Gables, FL 33134

**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 by laws of the corporation.

**ARTICLE IV**

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

*Jorge Gurian*  
2100 Ponce de Leon Boulevard, Suite 600  
Coral Gables, Florida 33134

**ARTICLE V**

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

Fax Audit Number: H05000102747 3

Account Number: I20010000123

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 APR 27 AM 9:29

Fax Audit Number: H05000102747 3

Account Number: I20010000123

#### **ARTICLE VI**

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

Jorge Gurian  
2100 Ponce de Leon Boulevard, Suite 600  
Coral Gables, FL 33134

#### **ARTICLE VII**

The names and address of the initial director the corporation is as follows:

Isabel Guevara Martinez  
2100 Ponce de Leon Blvd.  
Suite 600  
Coral Gables, FL 33134

#### **ARTICLE VIII**

The name and address of the initial officer of the corporation is as follows:

Isabel Guevara Martinez  
President & Secretary  
2100 Ponce de Leon Blvd.  
Suite 600  
Coral Gables, FL 33134

#### **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 a 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 foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Fax Audit Number: H05000102747 3

Account Number: I20010000123

Fax Audit Number: H05000102747 3

Account Number: I20010000123

The undersigned incorporator, Jorge Gurian, has executed these Articles of Incorporation on this 26<sup>th</sup> day of April, 2005.

  
JORGE GURIAN  
INCORPORATOR

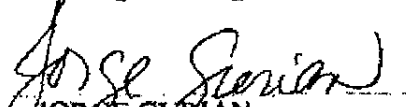
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the corporation is: BRICKELL ON THE RIVER 4012 CORP.
2. The name and the Florida street address of the initial registered agent is:

Jorge Gurian  
2100 Ponce De Leon Boulevard, Suite 600  
Coral Gables, Florida 33134

*Having been named as registered agent and to accept service of process for BRICKELL ON THE RIVER 4012 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.*

  
JORGE GURIAN

Fax Audit Number: H05000102747 3  
Account Number: I 20010000123

05 APR 27 AM 9:29  
FL  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS