

**Electronic Articles of Incorporation
For**

P05000139033
FILED
October 11, 2005
Sec. Of State
thampton

BRICKELL BAY REALTY HOLDINGS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BRICKELL BAY REALTY HOLDINGS, INC.

Article II

The principal place of business address:

799 BRICKELL PLAZA
STE 700
MIAMI, FL. 33131

The mailing address of the corporation is:

799 BRICKELL PLAZA
STE 700
MIAMI, FL. 33131

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

300

Article V

The name and Florida street address of the registered agent is:

ANTHONY C VITALE
799 BRICKELL PLAZA
STE 700
MIAMI, FL. 33131

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ANTHONY C. VITALE

Article VI

The name and address of the incorporator is:

ANTHONY C. VITALE
799 BRICKELL PLAZA
STE 700
MIAMI, FL 33131

Incorporator Signature: ANTHONY C. VITALE

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P/D
ANTHONY C VITALE
799 BRICKELL PLAZA
MIAMI, FL. 33131

Title: VP/D
CARLOS LOPEZ
799 BRICKELL PLAZA STE 700
MIAMI, FL. 33131

Title: S/ D
JOSE M QUINON
1401 BRICKELL AVE STE 1000
MIAMI, FL. 33131

Article VIII

The effective date for this corporation shall be:

10/11/2005