

**Electronic Articles of Incorporation
For**

P06000021055
FILED
February 10, 2006
Sec. Of State
Ipoole

BRICKELL BAY FINANCIAL CO.

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 FINANCIAL CO.

Article II

The principal place of business address:

600 BRICKELL AVENUE
200C
MIAMI, FL. 33131

The mailing address of the corporation is:

600 BRICKELL AVENUE
200C
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:

100

Article V

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

IRENE B REED
600 BRICKELL AVENUE
200C
MIAMI, FL. 33131

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

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Registered Agent Signature: IRENE B. REED

Article VI

The name and address of the incorporator is:

IRENE B. REED
600 BRICKELL AVENUE
200C
MIAMI, FLORIDA 33131

Incorporator Signature: IRENE B. REED

Article VII

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

Title: V/VP
IRENE B REED
600 BRICKELL AVENUE, SUITE 200C
MIAMI, FL. 33131

Title: S/T
IRENE B REED
600 BRICKELL AVENUE, SUITE 200C
MIAMI, FL. 33131

Article VIII

The effective date for this corporation shall be:

02/07/2006