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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**BRICKELL COMMERCE CORP.**

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**ARTICLES OF INCORPORATION  
OF  
BRICKELL COMMERCE CORP.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I NAME**

The name of the corporation shall be **BRICKELL COMMERCE CORP.** The existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved by law.

**ARTICLE II PRINCIPAL OFFICE**

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

255 Alhambra Circle  
Suite 500  
Coral Gables, FL 33134

**ARTICLE III NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with par value of one (\$1.00) dollar per share.

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**ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent is:

**Aragon Registered Agents, Inc.  
255 Alhambra Circle  
Suite 500  
Coral Gables, FL 33134**

**ARTICLE VI INCORPORATOR**

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

**Arnold E. Nazur  
255 Alhambra Circle  
Suite 500  
Coral Gables, Florida 33134**

**ARTICLE VII OFFICERS AND DIRECTORS**

The initial board of directors of the corporation shall be composed of two directors. The name and address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successor's are elected or appointed are:

**Lothar Von Wachter  
255 Alhambra Circle - Suite 500  
Coral Gables, Florida 33134**

**President**

**Arnold E. Nazur  
255 Alhambra Circle - Suite 500  
Coral Gables, Florida 33134**

**Vice President**

The undersigned Incorporator has executed these Articles of Incorporation this 19 day of Dec., 2006.

  
Arnold E. Nazur

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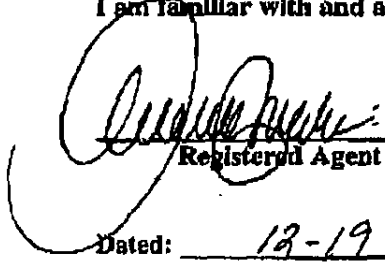
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: **BRICKELL COMMERCE CORP.**
- 2. The name and address of the registered agent and office is:

Aragon Registered Agents, Inc.  
255 Alhambra Circle  
Suite 500  
Coral Gables, FL 33134

Having been named as Registered Agent and to accept service of process for the above stated corporation 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 the 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.

  
 \_\_\_\_\_  
 Registered Agent

Dated: 12-19, 2006

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