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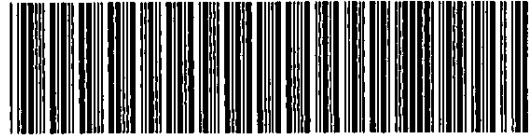
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TALLAHASSEE, FLORIDA

18 JUL 18 2013

PS

GLASSBERG & GLASSBERG, P.A.

13611 SOUTH DIXIE HIGHWAY
#109-514
MIAMI, FLORIDA 33176
GLASSBERGLAW@AOL.COM

(305) 669-9535
FAX (305) 255-9969

DAVID M. GLASSBERG
LORI H. GLASSBERG

July 10, 2013

Sent via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Brickell Marina Holdings, Inc.

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for Brickell Marina Holdings, Inc. Also, enclosed please find our check in the amount of Seventy Eight and 75/100 Dollars (\$78.75) made payable to the Secretary of State for filing fees of the above mentioned corporation.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg

DMG/jb

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
Brickell Marina Holdings, Inc

ARTICLE I

The name of the corporation is: Brickell Marina Holdings, Inc
The mailing address of the corporation is: 13611 South Dixie
Highway, #109-514, Miami, FL 331176.

ARTICLE II

The duration of the corporation shall be perpetual. The date
and time of the commencement of the corporate existence of the
corporation shall be upon filing these Articles of Incorporation
with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be
transacted, promoted or carried on by the corporation are to engage
in any lawful act, activity or business for which corporations may
be organized under the laws of the United States of America and of
the State of Florida. Additionally, this corporation shall have
all of the powers vested in a corporation organized under and
existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is
authorized to issue and have outstanding at any time is 100,000
common shares. Such 100,000 common shares shall consist of one

class only having a par value of \$.01 per share.

ARTICLE V

The street address of the initial registered office of the corporation is 13611 South Dixie Highway, #109-514, Miami, FL 331176. The name of the corporation's initial registered agent at said address is David M. Glassberg.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1). The name and street address of the initial member of the Board of Directors is:

Bruce Marx
13611 South Dixie Highway
#109-514
Miami, FL 331176

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

ARTICLE VII

The name and street address of the incorporator is:

Bruce Marx
13611 South Dixie Highway
#109-514
Miami, FL 331176

ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any

other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

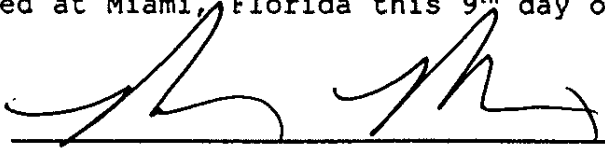
(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

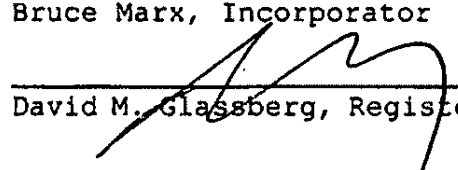
(c) The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF the undersigned has caused these Articles of Incorporation to be executed at Miami, Florida this 9th day of July, 2013.


Bruce Marx, Incorporator


David M. Glassberg, Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation were subscribed and acknowledged before me this 9th day of July, 2013, Bruce Marx, Incorporator and David M. Glassberg, Registered Agent, personally known to me.



HARRY R. SHECHTER
NOTARY PUBLIC
STATE OF FLORIDA
Comm# 0D960518
Expires 3/5/2014

My Commission Expires:


Notary Public, State of Florida

FILED
13 JUL 9 2013
TALLAHASSEE, FL 32309
SECRETARY OF STATE

ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for Brickell Marina Holdings, Inc, a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 9th day of July, 2013.


David M. Glassberg, Registered Agent