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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

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NAME: BRICKELL EXECUTIVE PROPERTIES, INC.
FAX AUDIT NUMBER: H95000003439
DATE REQUESTED: 03/24/1995
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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INCORPORATION OF BRICKELL EXECUTIVE PROPERTIES, INC.

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TALLAHASSEE, FLORIDA

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ARTICLE I-NAME

The name of this Corporation is BRICKELL EXECUTIVE PROPERTIES, INC.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is Michael N. Canus of 7018 NW 169 Street, Miami, Fl. 33015.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have FOUR (4) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

NAME	ADDRESS
Ester de Ghitelman	7018 NW 169 Street
Natalio Ghitelman	7018 NW 169 Street
Ernest A. Cancio	7018 NW 169 Street
Michael N. Canus	7018 NW 169 Street

ARTICLE VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDemnIFICATION

The Corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law. ARBOLEYA & EDWARDS / CARLOS J. ARBOLEYA, JR., ESQ.
2100 PONCE DE LEON BLVD.
SUITE 1100
CORAL GABLES, FL 33134
(805) 446-0076 / FAX. 293598

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ARTICLE IX-PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation is 7018 NW 169 Street, Miami, Fl. 33015.

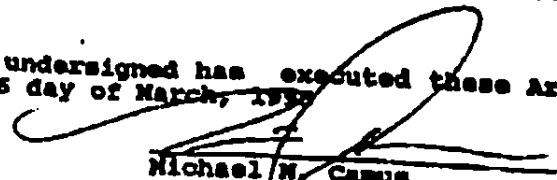
ARTICLE XI-INCORPORATOR

The person signing these articles is Michael M. Camus of 7018 NW 169 Street, Miami, Fl. 33015.

ARTICLE XII-AMENDMENT


This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 16 day of March, 1995


Michael M. Camus

State of Florida)
County of Dade)

The foregoing instrument was acknowledged before me this 16 day of March, 1995, by Michael M. Camus, who is personally known to me and who did take an oath, and who, as Incorporator(s), executed the foregoing Articles of Incorporation of BRICKELL EXECUTIVE PROPERTIES, INC., and acknowledged before me that he executed these Articles of Incorporation.


NOTARY PUBLIC, STATE OF FLORIDA.
Name: BARBARA C. AMADOR

OFFICIAL NOTARY SEAL
BARBARA CAROLYN AMADOR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 00000000

My Comm. Expires: 03/31/98

THIS INSTRUMENT PREPARED BY:
Carlos J. Arboleya Jr., Esq.
ARBOLEYA & EDWARDS P.A.
2100 PONCE DE LEON BLVD., SUITE 1100
CORAL GABLES, FL. 33134

FLORIDA BAR #293598

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE-OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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BRICKELL EXECUTIVE PROPERTIES, INC.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That BRICKELL EXECUTIVE PROPERTIES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the articles of incorporation at City of MIAMI, County of DADE, State of Florida, has named CARLOS J. ARBOLEYA JR., located at 2100 Ponce de Leon Blvd., Suite 1100, City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

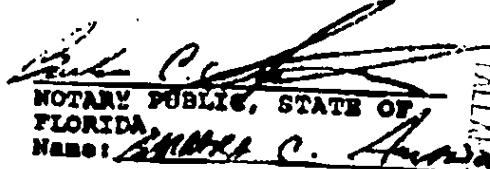
Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Signature of
Registered Agent

State of Florida)

County of Dade)

The foregoing instrument was acknowledged before me this 16 day of March, 1995, by Carlos J. Arboleya, Jr., who is personally known to me and who did/ take an oath.


NOTARY PUBLIC, STATE OF FLORIDA
Name: *Barbara C. Amador*

My Commission Expires:

OFFICIAL NOTARY SEAL
BARBARA CAROLYN AMADOR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC32370
MY COMMISSION EXP. NOV. 13, 1997

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95 MAR 27 AM 9:47
SECTION 6
TALLAHASSEE, FLORIDA

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