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CONTACT: RAY STORMONT PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: BRICKELL COMMERCIAL, CORP.  
AUDIT NUMBER.....H96000014474  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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**ARTICLES OF INCORPORATION** H96000014474  
**OF**  
**BRICKELL COMMERCIAL, CORP., a Florida Corporation**

**ARTICLE I-NAME**

The name of this Corporation is BRICKELL COMMERCIAL, CORP., a Florida Corporation.

**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 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V-REGISTERED OFFICE AND AGENT AND CORPORATE ADDRESS**

The name and street address of the initial registered office of this Corporation is Jorge E. Rodriguez, Esq., 777 Brickell Avenue, Suite 950, Miami, Florida 33131. The initial corporate address of this corporation is 601 Brickell Key Drive, Suite E, Miami, Florida 33131.

**ARTICLE VI-INITIAL BOARD OF DIRECTORS**

This Corporation shall have ONE (1) Director 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 and address of the initial Director is:

**NAME:**  
Maximio F. Vega

**ADDRESS**  
601 Brickell Key Dr., Suite E  
Miami, Florida 33131

This Document Prepared By:  
**RODRIGUEZ LOPEZ-GARCIA**  
Jorge E. Rodriguez, Esq.  
777 Brickell Avenue, Suite 950  
Miami, FL 33131  
(305) 358-7600  
FL Bar No. 378747

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**ARTICLE VII-BYLAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).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

**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-INCORPORATOR**

The person signing these articles is Maximo F. Vega whose address is 601 Brickell Key Dr., Suite E, Miami, Florida 33131.

**ARTICLE XI-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 15<sup>th</sup> day of October, 1996.

  
Maximo F. Vega

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**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 11<sup>th</sup> day of October, 1996.

  
Jorge E. Rodriguez, Esq.