

796000 101495 No

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Brickell Holdings, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

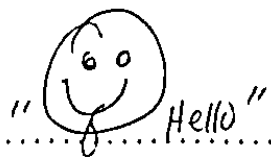
State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> (-) Cert. Copy(s)		
<input checked="" type="checkbox"/> Photo		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement	*****70.00	*****70.00
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

938802330629-7
 -12/17/96-01033-026

96 DEC 17 AM 11:05
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED



REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>12/17/96</u>	_____	_____
TIME	<u>9:40</u>	_____	CK No. _____
BY	<u>CD</u>	_____	_____

WALK-IN Will Pick Up _____

Joe
12/12

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

RECEIVED
 96 DEC 17 AM 10:19
 SECRETARY OF STATE

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

Brickell Holdings Inc.

FILED
96 DEC 17 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 is **Brickell Holdings Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 600 Brickell, 4th Floor., Miami, Florida 33131-2522.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is twenty five million (25,000,000) shares having a par value of (\$.001) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Russell B. Adler, Esq., 600 Brickell, 4th Floor., Miami, Florida 33131-2522.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

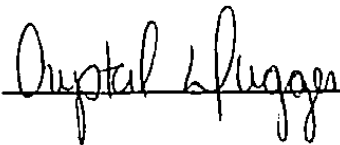
ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Director, President, Treasurer- Russell Adler
Secretary- Renee Adler
16693 Golfview Dr., Ft. Lauderdale, FL 33326.

The undersigned has executed these Articles of Incorporation this 17th day of December 1996.

"Capital Connection, Inc. by Crystal Dugger, Assistant Office Manager"



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 DEC 17 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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 Holdings, Inc.

2. The name and street address of the registered agent and office is: Russell B. Allen, Esq.

600 Brickell, 4th Floor

Miami, FL 33131-2522

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 ALL 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.



P96000101495

Nel Heller
 Requestor's Name
 444 Brickell Ave. # 400
 Address
 Miami FL 33131
 City/State/Zip Phone #

100002044021--9
 -01/03/97--01024--016
 *****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AM
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Examiner's Initials	
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF

BRICKELL HOLDINGS INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

1. To amend Article II: PRINCIPAL OFFICE as follows:

The principal place of business and mailing address of the corporation is
444 Brickell Ave , Ste. 400, Miami, Florida 33131-2522

2. To amend Article IV: INITIAL REGISTERED AGENT AND ADDRESS
as follows:

The name and address of the registered agent is Russell B. Adler,
Esq., 444 Brickell Ave., Ste. 400, Miami, Florida 33131-2522

3. To amend Article VI: BOARD OF DIRECTORS as follows:
The name and address of each member of the Board of Directors of the
corporation is :

President, Director: Edward Terry Jaramillo

Treasurer, Director: Russell Adler

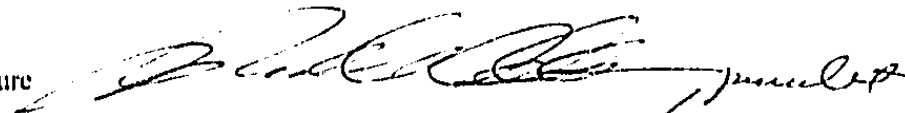
Secretary: Renee Adler

SECOND: The date of each amendment's adoption: December 18, 1996.

THIRD: Adoption of Amendment(s) :

XX The amendment(s) were approved by the shareholders. The
number of votes cast for the amendment(s) were sufficient for approval.

Signed this day 18th of December, 1996.

Signature 

Title President

By: Russell Adler
Print name