

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

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 \$ _____

RE: Brickell Holdings, Inc.

| | C.C. FEE. | DISBURSED |
|---|-----------|-----------|
| <input checked="" 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 checked="" type="checkbox"/> Cent. Copy(s) | | |
| <u>Photo</u> | | |
| <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 _____

| | |
|--------------------------------|--|
| FEE..... | |
| DISBURSED..... | |
| SURCHARGE..... | |
| TAX on corporate supplies..... | |
| SUBTOTAL..... | |
| PREPAID..... | |
| BALANCE DUE..... | |

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



| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------|----------|-----------|--------------|
| DATE | 12/17/96 | | |
| TIME | 9:40 | | CK No. _____ |
| BY | CD | | |

WALK-IN
Will Pick Up _____

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

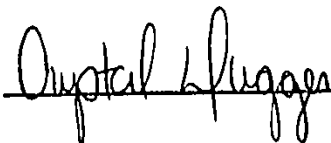
Director, President, Treasurer- Russell Adler

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. Adler, 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.

