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 Mailing Address: Post Office Box 10449, Tallahassee, FL 32302
 Toll Free No. 1-800-342-8062
 FAX (904) 222-1222

NE: Bric Kell Consulting
Group, Inc.

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DIVISION OF CORPORATION

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THANK YOU
from
Your Cabinet Council

Articles of Incorporation

of

BRICKELL CONSULTING GROUP, INC.

a Florida corporation

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article 1 - Name

The name of the corporation is BRICKELL CONSULTING GROUP, INC.

Article 2 - Mailing Address and Principal Office

The principal office and mailing address of the corporation shall be:

c/o Law Offices of Raul J. Sanchez de Varona, P.A.
1333 South Miami Avenue
Suite 303
Miami, Florida 33130

Article 3 - Duration and Commencement of Existence

The period of its duration is perpetual and its existence shall commence upon the filing of these articles.

Article 4 - Purpose

The purpose of the corporation is to transact any and all lawful business.

Article 5 - Capital Stock

The corporation is authorized to issue 1,000 shares, nor par-value, all of one class.

Article 6 - Initial Registered Agent and Office

The initial registered agent of the corporation shall be Raul J. Sanchez de Varona, with an address of 1333 South Miami Avenue, Suite 303, Miami, Florida 33130. The initial registered office of the corporation shall be 1333 South Miami Avenue, Suite 303, Miami, Florida 33130.

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TALLAHASSEE FLORIDA

Article 7 - Initial Board of Directors

The initial Board of Directors shall consist of five members. The initial directors and their address are Hector L. Quevedo, Maria Sanchez de Varona, Armando A. Corpas, Raul J. Sanchez de Varona, and Jose E. Alfonzo, 1333 South Miami Avenue, Suite 303, Miami, Florida 33130.

Article 8 - By-Laws

The corporation may adopt its by-laws at such time as determined by the Board of Directors.

Article 9 - Indemnification

The corporation may indemnify its officers and directors for any acts whatsoever.

Article 10 - Amendment of Articles

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31th day of March, 1997.


Raul J. Sanchez de Varona
Incorporator

Certificate of Registered Agent

of

BRICKELL CONSULTING GROUP, INC.

a Florida Corporation

Pursuant to Chapter 607 of the Florida Statutes, the following is submitted in compliance with the Act:

That BRICKELL CONSULTING GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Raul J. Sanchez de Varona, of 1333 South Miami Avenue, Suite 303, Miami, Florida 33130, 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 the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 21 th day of March 1997.



Paul J. Sanchez de Varona

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