

Berger
Davis &
Singerman
Professional Association

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P97000055168

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 AM 8:35

June 20, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Brickell Bay Associates, Inc.

500002219295--4
-06/23/97--01024--001
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Incorporation for the above-referenced proposed corporation. Please endorse your approval of the Articles of Incorporation on the copy and return a "filed" stamped copy to the undersigned.

Also enclosed is a check in the amount of \$70.00 for the filing fee.

Sincerely,

BERGER DAVIS & SINGERMAN

Robin L. Goldston/oc
Robin L. Goldston
Legal Assistant

Enc.

cc: Mr. Carlos Ortiz (w/enc.)
Dawn M. Meyers, Esq.

RP
6-24-97

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
BRICKELL BAY ASSOCIATES, Inc.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Brickell Bay Associates, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

888 Brickell Key Drive, Apt. 210
Miami, Florida 33131

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 888 Brickell Key Drive, Apt. 210, and the name of the initial Registered Agent of the Corporation at that address is Carlos Ortiz.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
CARLOS ORTIZ	888 Brickell Key Drive, Apt. 210 Miami, Florida 33131

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
CARLOS ORTIZ	888 Brickell Key Drive, Apt. 210 Miami, Florida 33131

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of June, 1997



CARLOS ORTIZ
Incorporator

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DIVISION OF CORPORATIONS

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

97 JUN 23 AM 8:35

Sworn to and subscribed before me this 18th day of June, 1997,
by CARLOS ORTIZ.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced
_____.

NOTARY PUBLIC:

Sign: *Robin L. Goldston*
Print Name: Robin L. Goldston
Commission No.: CC579802
My Commission Expires: 12/26/00



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Brickell Bay Associates, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of Brickell Bay Associates, Inc..

Date: June 18, 1997

[Signature]

CARLOS ORTIZ
Initial Registered Agent