



THE UNITED STATES
CORPORATION
COMPANY

P97000062968

ACCOUNT NO. : 072100000032

REFERENCE : 468789 4303929

AUTHORIZATION :

Patricia Pizots

COST LIMIT : \$ 122.50

ORDER DATE : July 21, 1997

ORDER TIME : 11:17 AM

ORDER NO. : 468789-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

400002242864--9

DOMESTIC FILING

NAME: BRICKELL KEY REALTY
SERVICES INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
JUL 21 PM 4:02
TALLAHASSEE, FLORIDA

RECEIVED
JUL 21 PM 12:12

ON JUL 21 1997

3

ARTICLES OF INCORPORATION
OF
BRICKELL KEY REALTY SERVICES INC.

FILED

97 JUL 21 PM 4:02

TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **BRICKELL KEY REALTY SERVICES INC.** (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 501 Brickell Key Drive, Suite 600, Miami, Florida 33131.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 501 Brickell Key Drive, Suite 600, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Gregg E. Toland.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four, and the

names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

J. Megan Kelly
501 Brickell Key Drive, Suite 600
Miami, Florida 33131

Keith G. Kerr
501 Brickell Key Drive, Suite 600
Miami, Florida 33131

Stephen L. Owens
501 Brickell Key Drive, Suite 600
Miami, Florida 33131

Gregg E. Toland
501 Brickell Key Drive, Suite 600
Miami, Florida 33131

ARTICLE VII

The name of the Incorporator is Gregg E. Toland and the address of the Incorporator is 501 Brickell Key Drive, Suite 600, Miami, Florida 33131.

ARTICLE VIII

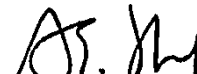
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18 day of July, 1997.


Gregg E. Toland

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of BRICKELL KEY REALTY SERVICES INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Gregg E. Toland

Dated: July 18, 1997