

3/02/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BRICKELL PREMIER, CORP.

AUDIT NUMBER.....H98000004153

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

BRICKELL PREMIER, CORP.

a Florida Corporation

ARTICLE I-NAME

The name of this Corporation is **BRICKELL PREMIER, CORP.**, a Florida Corporation.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Ten Dollar (\$10.00) par value common stock, which shall be designed "Common Shares".

ARTICLE V-REGISTERED OFFICE AND AGENT AND CORPORATE ADDRESS

The name and street address of the initial registered office of this Corporation is Jorge E. Rodriguez, Esq., 777 Brickell Avenue, Suite 950, Miami, Florida 33131. The initial corporate address of this corporation is 3006 Aviation Avenue, Ste. 2-A, Miami, Florida 33133.

THIS INSTRUMENT PREPARED BY:
RODRIGUEZ LOPEZ-GARCIA, P.A.
JORGE E. RODRIGUEZ, ESQ.
FLORIDA BAR NO. 378747
777 BRICKELL AVE., STE. 950
MIAMI, FL 33131
(305) 358-7600

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ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than ONE (1). The name and address of the initial Director is:

NAME

ADDRESS

Eduardo Avila

3006 Aviation Avenue, Ste. 2-A
Coral Gables, Fl 33133

ARTICLE VII-BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-INCORPORATOR

The person signing these articles is Jorge E. Rodriguez whose address is 777 Brickell Avenue, Suite 950, Miami, Florida 33131.

ARTICLE XI-AMENDMENT

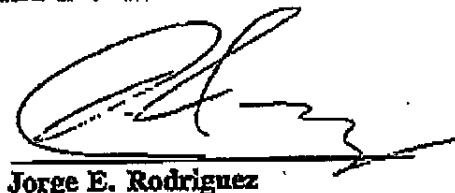
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 27 day of Feb., 1998.



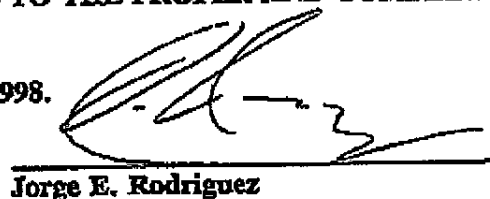
Jorge E. Rodriguez

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 27 day of Feb., 1998.



Jorge E. Rodriguez

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