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LAW OFFICES  
BLAXBERG, GRAYSON & SINGER, P.A.

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June 1, 1998

Secretary of State  
Florida Division of Corporations  
Tallahassee, Florida 32314

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\*\*\*\*131.25 \*\*\*\*131.25

**Re: Brickell Key Insurance, Inc.**

Gentlemen:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fees	\$35.00
Certified Copies	\$52.50
Registered Agent Designation	\$35.00
Certificate of Good Standing	<u>\$ 8.75</u>

TOTAL \$131.25

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,

  
Moises T. Grayson

MTG:dmc  
Enclosures  
cc: Raymond Diaz  
CORP1.MTG\800-2  
MTG\dmc\m\8277

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -4 AM 10:22

6-5-98

ARTICLES OF INCORPORATION OF

BRICKELL KEY INSURANCE, INC.

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be: Brickell Key Insurance, Inc.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: Raymond Diaz, 615 Brickell Key Drive, Miami, Florida 33131

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 615 Brickell Key Drive, Miami, Florida 33131

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

FILED STATE  
SECRETARY OF CORPORATIONS  
98 JUN -4 AM 10:22  
DIVISION OF

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JUN -14 AM 10:22

<u>Name</u>	<u>Address</u>
Raymond Diaz	615 Brickell Key Drive Miami, Florida 33131

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

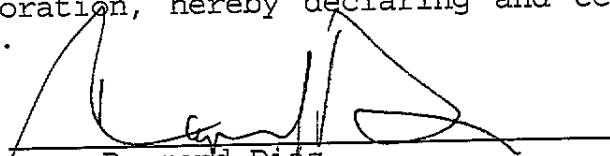
ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

<u>Incorporator</u>	<u>Address</u>
Raymond Diaz	615 Brickell Key Drive Miami, Florida 33131

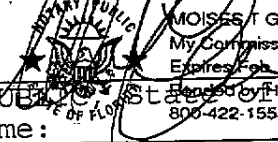
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

  
Raymond Diaz

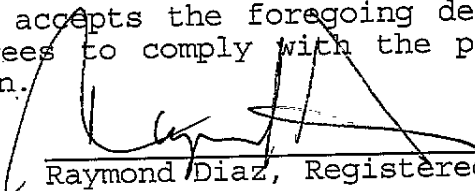
STATE OF FLORIDA :  
: SS  
COUNTY OF DADE :

BEFORE ME, the undersigned authority, appeared Raymond Diaz, who is personally known to me or who has produced \_\_\_\_\_ as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 28th day of May, 1998.

  
MOISES T. GRAYSON  
My Commission CC434708  
Expires Feb. 27, 1999  
NOTARY PUBLIC, State of Florida  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
Raymond Diaz, Registered Agent