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FLORIDA DIVISION OF CORPORATIONS

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FAX #:

FROM: RICARDO MARTINEZ-CID, P.A.
076640001666

EFFECTIVE DATE

7-12-98

ACCT#:

CONTACT: RICARDO MARTINEZ-CID
PHONE: (305)859-7494
(305)858-2513

FAX #:

NAME: BRICKELL PLACE II-C-707 CORPORATION

AUDIT NUMBER.....H98000013241

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

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 17, 1998

RICARDO MARTINEZ-CID PA

SUBJECT: BRICKELL PLACE II-D-2006 CORPORATION
REF: W98000016245

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight
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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H98000013241

EFFECTIVE DATE
7-12-98

ARTICLES OF INCORPORATION
BRICKELL PLACE II-D-2006 CORPORATION

Article I - Name

The name of this corporation is BRICKELL PLACE II-D-2006 CORPORATION.

Article II - Purpose

This corporation is organized to provide to purchase, develop, manage and otherwise deal in real estate, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address of this corporation is 1915 Brickell Avenue, Unit D-2006, Miami, Florida 33131.

The name of the initial Registered Agent of this corporation is Ricardo Martinez-Cid of 1699 Coral Way, Suite 510, Miami, Florida 33145.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
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initial directors of this corporation are RAUL LEBED and CELIA DE LEBED, all of 1915 Brickell Avenue, Unit D-2006, Miami, Florida 33131, who shall also serve respectively as the initial president/treasurer, and vice-president/secretary of the corporation.

Article VII - Incorporator

The name and address of the person signing these Articles is RICARDO MARTINEZ-CID, of 1699 Coral Way, Suite 510, Miami, Florida 33145.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence five (5) days before these articles are filed with the State of Florida, Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this July 16, 1998.



RICARDO MARTINEZ-CID

STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

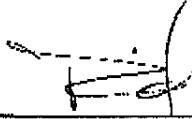
BEFORE ME, the undersigned Notary Public, personally appeared RICARDO MARTINEZ-CID, who provided his Florida driver's license as identification, and he acknowledged before me that he executed the

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foregoing articles of incorporation, individually, as attorney and agent for RAUL LEBED and CELIA DE LEBED.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this July 16, 1998.


NOTARY PUBLIC - STATE OF FLORIDA
RITA M. MARTINEZ-CID
COMMISSION # CC636618
EXPIRES 4/8/2001
BONDED THRU ASA 1,888-NOTARY1

NOTARY PUBLIC
STATE OF FLORIDA

Prepared by: Ricardo Martinez-Cid
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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That BRICKELL PLACE II-D-2006 CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named Ricardo Martinez-Cid, located at 1699 Coral Way, Suite 510, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of

BRICKELL PLACE II-D-2006 CORPORATION

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this July 16, 1998.



Ricardo Martinez-Cid
Registered Agent

Prepared by: Ricardo Martinez-Cid
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